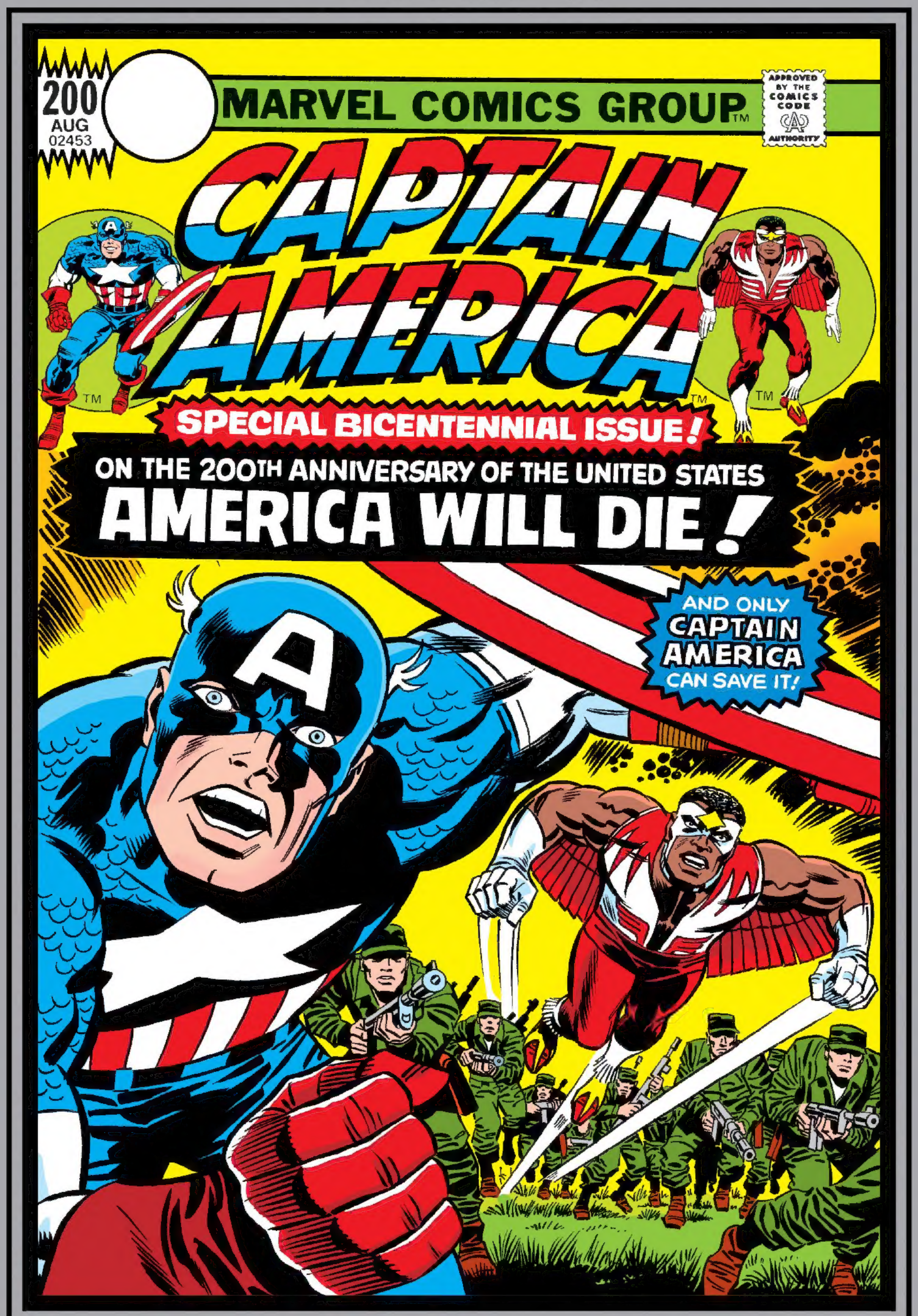
MARVEL MASTERWORKS®
CAPTAIN AMERICA®
VOLUME 10



CAPTAIN AMERICA Nos. 193-200
ANNUAL No. 3 & BICENTENNIAL BATTLES No. 1
JACK KIRBY

MARVEL

MARVEL MASTERWORKS

PRESENTS

VOLUME 10

COLLECTING

CAPTAIN AMERICA Nos. 193-200

ANNUAL No. 3 & BICENTENNIAL BATTLES No. 1

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MARVEL MASTERWORKS
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CAPTAIN AMERICA
NOS. 193-200, ANNUAL NO. 3 & BICENTENNIAL BATTLES NO. 1

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CAPTAIN AMERICA CREATED BY JOE SIMON & JACK KIRBY

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INTRODUCTION
BY JON B. COOKE

In the opening days of Spring 1975, the mood of our planet was decidedly bleak, particularly in the realm of the American empire. The boast that this country had never lost a war was soon to end with the fall of Saigon in the weeks to come. Closer to home, the greatest metropolis in the world, New York City, was in the throes of a crippling fiscal crisis pushing it ever closer to bankruptcy. On the brighter side, the U.S. was starting to ease out of an agonizing recession and the nation, eager to put Watergate, war in Southeast Asia and the attending cultural divides behind it, welcomed the diversion of the country's upcoming 200th birthday, the much-anticipated bicentennial of the United States of America.

On March 24, 1975, at Manhattan's Hotel Commodore, located at the corner of seedy 42nd Street and ritzy Park Avenue, a legion of fans dedicated to the House of Ideas gathered to attend the final day of the Mighty Marvel Comic Convention. There, they were witness to a surprise that involved comics' personification of American patriotism, Captain America. It was an announcement that sent shockwaves throughout fandom: Jack "The King" Kirby, Cap's co-creator, was returning to the company he helped to become the comic-book industry's greatest success.

On that March morning, Kirby had met with former collaborator Stan Lee in the latter's office to sign a three-year contract with Marvel. The "Writers and Artists Agreement" stipulated that, as "Writer/Artist," Kirby would produce 13 pages per week "consisting of the written text and finished penciled drawings." In return, the co-creator of the Marvel Age of Comics was to be paid a weekly salary of $1,100, as well as receive two weeks of paid vacation per year and be eligible for the same company benefits available to other Marvel contributors "paid on a similar basis and who have a similar position." Any additional work "beyond those stipulated" was set at $85 for each page.

Five years after his unceremonious departure from the company, the return of Kirby to Marvel would be press-stopping news to comic-book fans and pros alike. And, ever the showman, Lee intended to keep the bombshell a secret until his "big reveal" in the final hours of the company's first solo convention. Few in the Bullpen were privy to this development, but one Marvel stalwart chanced upon it, perhaps on that very same morning. At the 1997 Kirby Tribute Panel at Comic-Con International: San Diego, Marie Severin revealed with a chuckle, "I came up to the office and I saw Jack, and Stan put a page in front of my face and said, 'You did not see any of this!' And I said, 'Okay, I did not see any of this,' and I went out in the hall and yelled, 'Kirby's back!'"

At least one other Bullpenner knew of Kirby's return before the announcement: then-current *Captain America* scripter Tony Isabella. "I spent a solid week planning a big bicentennial epic that would've run eight issues," Isabella said, "and then was told, after I'd turned in my third plot, 'Jack's coming back to the book, you're off it.'" In 2013, before a Comic-Con International: San Diego audience, Isabella recalled his feelings about losing the writing gig: "I was not at all upset about that from the standpoint of, if you're going to be knocked off a book…it should be by the creator of the book!"

Nick Caputo shared with *The Jack Kirby Collector* #10 (April 1996) a vivid recollection of the King's return at the comic con on that drizzly Monday afternoon. As he described, hosts Lee and Roy Thomas took the stage for the 3:30 p.m. panel, "Fantastic Four: The Success Story that Began the Marvel Age of Comics," when:

"As it was getting underway, Stan commented he had a special guest to announce. There, walking down the aisle in what seemed like a flash was a man Lee proclaimed was Jack Kirby. The room exploded with thunderous applause and a standing ovation as Kirby made his way to the podium. It was a thrilling moment that remains in my memory even after all these years. When Lee stated that Kirby would return to Marvel, there was a bustle of excitement and enthusiasm in the room, along with a barrage of questions about what books he would work on. Kirby's answer was, 'Whatever I do at Marvel, I can assure you that it'll electrocute you in the mind!' To which Lee, ever the linguist, corrected, 'Electrify, Jack! Electrify!'"

Those Kirby aficionados with no access to fanzines had to wait until July, when Marvel's titles cover-dated October 1975 hit the stands. There, the Bullpen Bulletins' page trumpeted in its banner headline: "THE KING IS BACK! 'NUFF SAID!" Word came from "The Man" himself, as Lee gushed in his "Stan's Soapbox" column: "This month's news is too big to hold off for another minute! Jack Kirby is back! Ol' King Kirby (and don't forget, it was at Marvel that he got that sobriquet) has returned to the bosom of the blushin' Bullpen! This is where his heart is—this is where it all started—and this is where one of the greatest talents in comics belongs."

After describing his one-time partner's forthcoming assignments on *2001: A Space Odyssey* and *The Eternals*, Lee unleashed a second mind-blowing fusillade: Kirby was to become writer and artist on perhaps his most beloved—and most famous—creation. "[J]ust to prove the master's hand still hasn't lost its touch," Lee enthused, "he'll be taking over the strip he started more than three decades ago—the one and only *Captain America*! For fans still smarting from DC's sudden cancellation of Kirby's unfinished "Fourth World" opus, the King's return to his most quintessential character—the super hero that first brought wide attention to his kinetic art style and which, to many, represented the artist's passion for the country's ideals—this news was nothing short of astounding.

Cap had been through quite a bit since Kirby last left the super-soldier, gaining a new sidekick—Sam Wilson, A.K.A.. the Falcon—and losing faith in the U.S. government (briefly taking on a new identity, Nomad, a "hero without a country"), but his creator took on the assignment with vigor. "Of course, it's like being on familiar ground…" Kirby told the house fanzine *F.O.O.M.* #11, "… trying to reorient yourself after not doing a thing for quite awhile. You've got to pick up the concept again. You've got to look over the old formula, find out what to add to it, and how to keep it going. Like any other feature, you have to sustain it, and you have to keep it running. You have to keep it running in contemporary times. That's what I do with *any* strip I'm working on. *Captain America* means a lot to me, so I review it intensely."

In a remarkable touch of kismet, Kirby would be helming *Captain America* #200, which was almost precisely timed for release on the nation's 200th birthday. (That anniversary issue would actually hit the newsstands in mid-May 1976.) He revealed to *F.O.O.M.*: "The story I'm running now is slanted towards the bicentennial. In fact, it's a long-running novel with many chapters in it. Each chapter is a different story. Of course, the climax of the story is going to occur on the bicentennial in 1976. It's going to be Captain America as he should be. Captain America winning because he has the character to win and to triumph over evil. It is a simple formula, but very effective and powerful."

Regarding the conclusion of his bicentennial epic, today referred to as the "Madbomb" saga, Kirby told that summer's San Diego Comic-Con audience, "[I]t's going to be gloriously violent, and they're gonna wind up waving the American flag, and I think you'll probably stand up and cheer when you're reading it, wherever you are." Between #193-200, the legendary writer/artist

delivered on that promise, producing a multi-layered, breathlessly paced epic that speaks volumes about the creator's deeply held beliefs about the perpetual class struggle this nation endures as it toggles between democratic and plutocratic impulses. (One need not wonder about where reside the sympathies of Kirby, born of the slums and a WWII combat veteran—or those of his fictional star-spangled counterpart!) In fact, in today's epoch of vast income disparity between the "one-percenters" and… well… everybody else, the 40-plus-year-old, eight-issue "Madbomb" saga can be viewed as startlingly prescient.

Startling, too, is the writer/artist's use of Sam "the Falcon" Wilson to inject sober commentary regarding the nation's "original sin." Cap's African-American partner quips that Steve Rogers' Revolutionary War era ancestor, however patriotic, likely kept Wilson's ancestors as slaves, and dismisses Rogers' smug assertion that U.S. racial inequality was now a relic of the past. "Jive!" asserts Wilson. "It's still trying, friend! I'll stake my life on it!" (Spoiler aside, it's worth noting that the black super hero's pivotal role at the climax of the "Madbomb" storyline reveals Kirby's embrace of the character.)

All the while producing his manically paced 138-page "Madbomb" extravaganza, Kirby wrote and drew the eye-popping *Marvel Treasury Special* featuring "Captain America's Bicentennial Battles," an oversize 84-page "Jack Kirby King-Size Spectacular" that takes the character on a time-traveling search for the meaning of the United States of America. Aside from the fannish delight of seeing the creator (albeit briefly) revisit deceased Cap sidekick Bucky Barnes and ultra-nemesis, the Red Skull, as well as beholding the truly inspired inking of none other than brilliant artist Barry Windsor-Smith on the opening chapater, Kirby's story radically imparts common ground between Cap and Native American warrior Geronimo, with the super hero fruitlessly imploring the U.S. Calvary not to continue its genocidal impulse. Screams the title character in a tremendously effective full-page panel: *"There is another way!!—Another way!!—We're all Americans!"*

Unfortunately, over the course of his *Captain America* run, which would last until #214 and include two *Annual*s (one of which, #3, is included here, with contents unrelated to the bicentennial but rather a tale exploring Kirby's lifelong fascination with alien life) and the aforementioned *Marvel Treasury*, reader reception to the work as showcased by Marvel wasn't always complimentary. In truth, the inclusion of negative missives printed in the letter columns of *Captain America* (as well as Kirby's other titles during that period) resulted in raised eyebrows among some and ultimately distressed the writer/artist himself. Suspicions arose that certain Marvel employees were, in essence, undermining the King's work.

Kirby saw the printing of negative "knock" letters as an existential threat from inside the company he was working for. In 1982, still smarting years after the end of his final Marvel stint (which concluded in 1978), the creator told interviewer Howard Zimmerman, in *Comics Scene* #2, "The health of a comic book can be manipulated by the staff alone. You fill up a book with knock letters. The reader who picks up the book and reads all those knock letters knows that the book he's reading…well, it's not so hot. And, if you do it consistently, it becomes 'a bad book.'"

Marv Wolfman, Marvel Editor in Chief when Kirby returned in 1975, didn't recall the "knock" letters during his brief time as editorial head, sharing, "This is why I think I wasn't there at that time because I have no knowledge of that and had I been in charge I would have personally removed them. I only heard about it later and couldn't believe the nastiness of some people who would never have one one-hundredth of Jack's legacy, ability or imagination saying anything negative about the man who co-created pretty much everything they loved. I don't know specifically who those people were, but I'm betting they're out of the business. So their professional careers lasted 5-10 years instead of Jack's, which lasted over 60 and, based on his creations appearing in movies and reprints,

his importance to the business continues to this day and will continue beyond."

While his Marvel stay during those years would remain a bitter experience (lamenting to Zimmerman, "I didn't really get a shot"), Kirby felt his titles were "developing rather well," and believed he was delivering superior sales for the publisher. "At the beginning, I think I probably had the best circulation in the line… I was giving Marvel all I had; that's part of being professional." Referring to the then new practice of mainstream publishers selling directly to the burgeoning network of comic-book shops, Jim Shooter, who had access to sales figures as Marvel's Editor in Chief between 1978–87, revealed in a blog, "[T]hough Jack's books did not sell well on the newsstands… they sold gangbusters in the nascent direct market, as well or better than the *X-Men*, and far more than all other titles. I remember noticing that a couple of Jack's books were selling upwards of 30,000 copies—just about enough to break even all-direct—at a time when *Spider-Man, The Avengers*, etc., were selling closer to 10,000 direct… So, it wasn't that Jack's books were universally hated. The more comics-sophisticated/collector direct market patrons liked the stuff—enough of them, anyway. I wonder how many copies direct Jack's books would have sold when the direct market had developed a little more and *X-Men* was selling several hundred thousand direct each month."

Curiously, four decades after its newsstand appearance, the main concept from Kirby's "Madbomb" saga—a device that causes folks to go crazy and rip one another apart—almost made it into the third *Captain America* film. In case salary negotiations had failed with *Iron Man* actor Robert Downey, Jr., directors Anthony and Joe Russo considered devoting a portion of the movie to have Cap face down a "demented, zombie-like horde," one explicitly inspired by Kirby's epic. And though Downey did sign on and the "Madbomb" connection was shelved, a variation of the device—a toxic gas dubbed "Midnight Oil"—was used in the climax of the first season of *Agent Carter*, Marvel's Cap-related, short-lived TV show. In that episode, "Valediction," nefarious agents are poised to afflict 100,000 VE Day revelers but are—you guessed it—thwarted by the titular heroine.

In comparison to the freight train pacing and unrelenting power of these stories, much of the background imparted in this introduction will fade into history. What will not disappear is the vitality and importance of the adventures herein—and such gloriously patriotic exploits they are, so filled with both hope and caution for our still-young nation! Here we are witness to the unleashed creativity and sheer, infectious exuberance of their author, Jack Kirby, a man then at the height of his power as both writer and artist. Doubtless, these epics will remain fresh and engaging for readers in the generations to come, and those future admirers of the King will discover the most obvious aspect within this collection: a great comic-book creator's profound, unabashed and deeply abiding love for his native land, a country whose very essence Kirby instilled into what remains his most enduring and inspiring creation, Captain America.

2018

Jon B. Cooke is the editor of Comic Book Creator *magazine; five-time consecutive Eisner Award-winner (for his* Comic Book Artist *magazine); producer and writer of full-length feature film documentary* Will Eisner: Portrait of a Sequential Artist*; and co-editor of the recently released* KIRBY100*, the book devoted to the life and work of Jack Kirby published as a celebration of the centennial of the King's birth. Captain America remains Cooke's favorite comics character (and he's owner of a replica of Cap's shield, which proves it!) and Kirby will always be his own personal hero.*

CAPT. AMERICA

MARVEL COMICS GROUP™

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CAPTAIN AMERICA™

KING KIRBY IS BACK-- AND GREATER THAN EVER!

"MADBOMB" IT CAN DESTROY THE WORLD!

J. KIRBY ---
J. ROMITA ---

THE GREAT AMERICAN BI-CENTENNIAL IS COMING!!!-- BUT, WILL IT BE A TIME FOR JOY-- OR THE MOMENT OF THIS COUNTRY'S GREATEST DANGER!!?? THERE ARE THOSE WHO KNOW... THE HIDDEN HEROES IN A VAST, DESPERATE SEARCH FOR THE MOST MALIGNANT CONSPIRATORS IN OUR HISTORY-- AND THEIR INSIDIOUS CREATION--

THE MADBOMB SCREAMER IN THE BRAIN!

JV108

STAN LEE PRESENTS CAPTAIN AMERICA AND THE FALCON

JACK KIRBY, WRITER, ARTIST, EDITOR | FRANK GIACOIA INKER | JOHN COSTANZA, letterer JANICE COHEN, colorist

THE TRIAL OF THE FALCON IS ENDED, AND ITS MEMORIES PUT OUT OF THE MINDS OF SAM WILSON AND CAP, AND SO, DAYS LATER IN NEW YORK...

BRING ON THE HEALTH FOOD, LEILA... IT MAY SAVE THE FALCON FROM A BRUISED EGO...

I DON'T KNOW HOW YOU CLOWNS CONNED ME INTO BREWIN' JAVA FOR YOU--BUT DON'T MAKE A HABIT OF IT!

DON'T FRET, LITTLE LEILA. CAP'S HAPPILY DELUDING THAT HE CAN PUT ME DOWN.

DELUSION, EH? I CAN FEEL YOU WEAKENING, MY FRIEND--TURNING TO MERE PUTTY IN MY GRIP!

TAKE THIS STUFF, "HEROES", BEFORE I THROW IT AT YOU!

HOLD IT, LEILA! THINGS ARE GOING MY WAY--HE'S ALMOST OUT OF THE BALL-GAME!

AT THAT MOMENT, THE MIND-WAVE STRIKES! IT LANCES OUT OF NOWHERE--AN EVIL AND INVISIBLE PHENOMENON WHICH CAUSES CAP TO EXPLODE WITH--HATE!

I'LL BREAK YOU, FALCON!

HUH?!

THE FALCON RECEIVES THE NEXT SALVO! IT INSTANTLY IGNITES THE FURY AND FRUSTRATION BENEATH THE COLOR OF "SNAP" WILSON'S SKIN... HE ROARS IN ANGER!

TRY IT, WHITEY! JUST TRY IT--AND I'LL--!

TEMPERS FLARE! FRIENDS BECOME DEADLY ENEMIES!--AND SHOUTS TURN TO BLOWS...!

GOOD LORD!

THAT DOES IT! I'M GOING TO HAM-MER YOU INTO THE GROUND!

SUDDENLY, CAP DRAWS BACK...HE STRUGGLES TO REPRESS HIS VIOLENT FEELINGS...

WAIT! BACK OFF, FALCON! WHAT WE'RE DOING IS--IS MAD-NESS!

Y-YOU'RE RIGHT! W-WE'RE ACTING LIKE FOOLS!

MARSHALLING FORCES OF SUPERB DISCIPLINE, THE TWO SUPER-HEROES RECOVER THEIR SAN-ITY... BUT, LEILA IS NOT SO FORTUNATE.

LEILA! PUT DOWN THAT KNIFE!

NOT UNTIL I FINISH OFF THE TWO OF YOU!

LET ME GO! DON'T STOP ME! I-I'VE GOT TO--!

CAP! SHE'S SLIPPED HER TRACKS!--JUST LIKE WE DID! SOMETHING'S WRONG!

NO, LEILA! --STOP!

DISARM HER BEFORE SHE INJURES HER-SELF WITH THAT KNIFE!

CAP KNOWS NOTHING ABOUT THE "MAD BOMB"--BUT, ITS EFFECT HAS ALREADY SPREAD TO THE STREETS! A BRICK SUDDENLY SHATTERS ONE OF THE WINDOWS!

CRASH!

THE SOUND OF CHAOS FILTERS INTO THE APART-MENT...

W-WHAT'S HAPPENING? HAS THE WHOLE TOWN FREAKED OUT? LISTEN TO THAT NOISE!

STAY WITH LEILA! I'M GOING OUT THERE!

A MOMENT LATER, CAP IS GREETED BY AN INDESCRIBABLE SIGHT...

GREAT JUPITER! THE STREETS ARE JAMMED WITH PEOPLE. THEY'RE BEHAVING LIKE WILD ANIMALS!

THAT MAN FIRING THE PISTOL-- I'LL HAVE TO STOP HIM BEFORE SOMEONE STOPS A BULLET!

POW!

OH, OH! HE'S SEEN ME! I HOPE HE'S BAD WITH MOVING TARGETS!

HA HA HA! YOU'RE A DEAD DUCK!

SORRY, FRIEND! THIS DUCK DOESN'T AIM TO PLEASE!

WAM!

CAP ACTS QUICKLY TO TRANQUILIZE THE GUN-HAPPY PEDESTRIAN...

A LITTLE SLEEP WILL DO WONDERS FOR YOU!

SPLAT!

UGH!

SUDDENLY--!

GOT'CHA, MAN! Y'AIN'T JIVIN' YOUR WAY OUT O' THIS! HAHAHAHA--!

EASY, FELLA! STAY COOL!

EVEN AS CAP RIDS HIMSELF OF ANOTHER ATTACKER, HE FINDS HIMSELF IN THE CENTER OF A **DESTRUCTIVE** HUMAN HORDE...

SMASH EVERYTHING! EVERYTHING!

THEY'RE ALL **RAVING** MAD! IT'S AS IF EVERY MENTAL INSTITUTION IN THE CITY HAS **RELEASED** ITS INMATES!

HEAVE! HEAVE! TURN THE CAR OVER! IT'S A LOAD OF FUN! HAHAHA!

THERE'S **NO** STOPPING IT! THIS **INSANE** VANDALISM IS **OUT** OF CONTROL!

EVERYONE SEEMS BENT ON DESTROYING WHATEVER THEY **SEE!**

IT IS THE "MADBOMB" AT WORK! UNSEEN AND UNDISCOVERED, ITS **INVISIBLE** WAVES ARE SCREAMING IN A SEA OF MINDS -- DRIVING THE CROWDS TO VIOLENCE CREATING A FORCE AGAINST WHICH EVEN SUPER-HEROES ARE **HELPLESS!**

FOR THE FIRST TIME IN HIS CAREER, CAPTAIN AMERICA FINDS HIMSELF **UNABLE** TO USE HIS COURAGE OR STRENGTH TO STEM THE OVERWHELMING **CRUNCH** OF HUMANITY UNHINGED FROM ITS ANCHOR OF STABILITY!

THE CRAZED MOB THINS OUT-- CAP IS SEVERELY BATTERED-- HIS SENSES REEL... AND IN HIS BRAIN IS A **SHRILL**, RISING **SCREAM!**

THEN, HE **SEES** IT! WEDGED IN A SPACE BETWEEN TWO BUILDINGS... THE **"MADBOMB!"**

SOUNDS--INSIDE MY HEAD--I-I'M STRUNG OUT--MUST **CONTROL** MY NERVES--

EH? W-WHAT'S **THAT!!?** LOOKS LIKE SOME KIND OF MECHANISM!

THE MIND-WAVES GROW **STRONGER** AS CAP DRAWS CLOSE...HE STRUGGLES TO RESIST THE **SAVAGE** EMOTIONS THAT ARE BOILING TO THE SURFACE...

WHAT IS IT? **WHAT IS IT!?**

SOMEHOW, HE SENSES THAT THIS THING IS THE **SOURCE** OF HIS TORMENT--THE EPICENTER OF THE **UPHEAVAL** SURROUNDING HIM--SLOWLY, **PAINFULLY**, CAP **STRUGGLES** FORWARD.

WHEN HE IS WITHIN REACH OF THE OBJECT, HIS IRON WILL GIVES WAY! HE **YIELDS** TO THE DEMONS IN HIS BRAIN! CAP **BECOMES** ONE OF THEM!!

AAAAA!

HAHAHAHA! I'VE GOT IT! I'VE GOT IT! HA HA HA HA HA HA!

CAP IS COMPLETELY ABSORBED IN HIS FIND. HE IGNORES THE DANGER ABOUT HIM AS HE TOYS MADLY WITH IT...

HEY! DROP THAT! I WANT IT!

IT'S UGLY! VERY UGLY!

I DON'T CARE! IF YOU DON'T GIVE IT TO ME, I'LL--!!

IT'S UGLY! IT OUGHT TO BE SMASHED TO PIECES! SMASHED! SMASHED!

BEFORE THE HAMMER DESCENDS ON CAP, HIS SHIELD DEMOLISHES THE EVIL MECHANISM!

KRAK!

THE SCREAMING SUDDENLY STOPS--AND, IN THE ENSUING SILENCE, BOTH MEN SINK SLOWLY TO THE GROUND...

FOR A SEEMING ETERNITY CAP SEEMS TO DRIFT IN AN OCEAN OF DARKNESS--AND, WHEN HE FINALLY REGAINS CONSCIOUSNESS...

W-WHAT HAPPENED--? I-I CAN'T EVEN REMEMBER PASSING OUT...

I FEEL AS THOUGH I'VE BEEN SITTING THROUGH RE-RUNS OF OLD NIGHTMARES...

MUST GET MY HEAD TOGETHER-- THIS TOWN IS IN TROUBLE!

CAPTAIN AMERICA RISES SHAKILY TO HIS FEET AND REALIZES HOW SORRY HE HAS UNDERRATED THE SITUATION! THE MADNESS SEEMS TO HAVE SUBSIDED -- BUT, IN ITS WAKE, IS A SCENE OF UTTER DISASTER!!

SCENERY

I-I HAVEN'T SEEN ANYTHING LIKE THIS SINCE WORLD WAR II... THE CITY IS IN A COMPLETE SHAMBLES!

WHERE AM I? HOW DID I GET HERE?

SUDDENLY, A HUGE SIGN DETACHES ITSELF WITH A **LOUD** SNAP, AND--

THAT OLD WOMAN-- **TRAPPED** BENEATH THE FALLING SIGN! IT'LL **CRUSH** HER!

HELP! HELP ME!

CAP STREAKS TO HER AID, BUT **ANOTHER** JOINS THE RESCUE EFFORT...

FALCON!

I'LL DO THE JOB, CAP! YOU'RE STILL A LITTLE *SHAKY* ON YOUR PINS!

OH!

POW!

DON'T WORRY, LADY! IT **NEVER** TOUCHED US!

GOOD WORK, PAL! YOU REALLY SEEM TO KNOW WHEN YOU'RE **NEEDED!**

THANK YOU, YOUNG MAN... THANK YOU...

ONE GOOD DEED **WON'T** MAKE UP FOR WHAT'S HAPPENED TONIGHT... OUR WORK IS STILL **AHEAD** OF US...

HOW'S **LEILA?** HAS SHE CALMED **DOWN?**

IT SEEMS LIKE **EVERYONE** HAS...

BUT THAT **WON'T** SHED ANY LIGHT ON WHAT HAPPENED... WE'VE GOT A **MYSTERY** ON OUR HANDS!

WHAT CAUSED ALL OF THIS? WAS SOME KIND OF **UNNATURAL** PHENOMENON RESPONSIBLE FOR THIS MADNESS...

WAIT! I THINK I'VE GOT--

I'VE GOT THE ANSWER RIGHT **HERE,** SUPER HERO-- AT LEAST IT'S ONE **PIECE** OF THE ANSWER--!

I ARRIVED HERE *TOO LATE* TO HELP... BUT I CAN CLEAR UP *PART* OF YOUR MYSTERY!

THIS IS IT--A FRAGMENT OF THE "MAD-BOMB" YOU CRUSHED.

I-I *REMEMBER* SEEING A STRANGE OBJECT BE-FORE I PASSED OUT--

HE CALLED IT A "*MADBOMB.*" THAT MAKES SENSE-- CONSIDERING WHAT HAPPENED!

A WEAPON THAT INDUCES *MASS CHAOS!* INCREDI-BLE!

IT HAS A SIMULATED HUMAN BRAIN WHICH APPARENTLY TRANSMITS SOME KIND OF *DIABOLICAL* WAVE-- RIGHT, MISTER *SHIELD AGENT?*

THAT'S WHAT YOU ARE-- AM I *CORRECT?*

I'LL GIVE YOU *ALL* THE DETAILS ON OUR FLIGHT-- YOU'VE GOT TO LEAVE WITH ME RIGHT NOW! YOUR COUNTRY SAYS IT'S *URGENT!*

THAT THEIR COUNTRY FACES GRAVE DANGER IS NOW SELF EVIDENT. CAPTAIN AMERICA AND THE FALCON SOON FIND THEMSELVES ENROUTE TO AN UNKNOWN DESTINATION...

YOU SAY THE GOVERNMENT IS *AWARE* OF THESE "MADBOMBS"-- DO THEY KNOW *WHO'S* MAKING THEM?

EVERY AVAILABLE SHIELD AGENT IS ON THIS CASE, BUT WE'RE *STILL* BATTING ZERO...

THAT'S WHY WE'VE *SLAMMED* THE LID ON THIS THING--THE NEWS MEDIA WILL REPORT YOUR INCIDENT AS A *RIOT.* BUT, WE KNOW THAT WE'RE FACED WITH A FEARFUL *CONSPIRACY!*

CONSPIRACY!-- IN THIS YEAR OF THE BI-CENTENNIAL WHAT AN *IRONIC* TWIST OF FATE...

HOURS LATER--

LOOKS LIKE WE'VE REACHED A SORT OF INSTAL-LATION... ARE WE LANDING *HERE?*

THAT'S IT!--"*MAD-BOMB CONTROL!*"... WE'RE GOING IN...

THE LANDING IS MADE AND THE PASSENGERS DISEMBARK...

YOU KNOW THE RULES! FLASH YOUR "I.D.!"

RELAX THE TRIGGERS, MEN. I'VE BROUGHT TWO V.I.P.'S!

MAN, THESE JOCKS SURE ARE NERVOUS! I'M NOT EVEN GONNA SNEEZE!

SPARE THE HUMOR-- PASS ON!

THIS IS WHERE WE PART COMPANY-- WHEN THAT DOOR OPENS -- WALK IN AND KEEP GOING.

HEY! WHAT'S GOIN' ON IN THERE?

LET'S JUST FOLLOW INSTRUCTIONS, FALCON.

THE DOOR SILENTLY OPENS, REVEALING A STARK, DIMLY LIT INTERIOR-- CAP AND THE FALCON ENTER CAUTIOUSLY...

LET'S GO, FALCON. NO NEED TO DRAG YOUR FEET...

I CAN'T EXPLAIN IT-- BUT I'M GETTING BAD VIBES IN HERE...

THE FALCON SHOOTS A WORRIED GLANCE BEHIND HIM AS THE DOOR SLIDES SHUT...

DIDN'T YOU NOTICE THE DOOR? IT WAS ABOUT FOUR FEET THICK! WHOEVER INVITED US IN DOESN'T INTEND TO LET US OUT!

THAT'S SHEER NONSENSE! YOU'RE BEGINNING TO DRAMATIZE THE SECURITY ROUTING!

OH, YEAH? -- YOU SMELL ANYTHING?

G-GAS!

COUGH! COUGH! THERE'S **NO** WAY BACK! TRY TO FIND SOME SORT OF **OPENING** AHEAD! GO! (COUGH) **GO!**

MAN, I'M **GOIN'!** (COUGH! COUGH!)

THE GAS IS FADING OUT IN THIS AREA. BUT, **LOOK** WHAT'S COMING OUR WAY! **FLYING RAMMERS!**-- WITH THE SPEED OF **MISSILES!**

CAN'T SEE! MY EYES ARE **SMARTING!**

*WITH AMAZING AGILITY, THE FALCON DARTS **BETWEEN** THE HURTLING RAMMERS...*

CLEAR YOUR VISION, CAP! HERE THEY COME!

ONLY CAP'S SWIFT REFLEXES SAVE HIM WHEN THE RAMMERS STRIKE...

BAAAMMM!

GOT 'EM ALL-- EXCEPT-- **THIS ONE!**

CAP REACTS WITH LIGHTNING SPEED-- HIS SHIELD FLASHES AND CUTS THROUGH THE RAMMER--JUST INCHES FROM HIS FACE...

SKKK!

I DON'T *UNDERSTAND* THIS! CAN OUR OWN GOVERNMENT BE DOING THIS TO US?

MAYBE, WE'VE BEEN SUCKERED BY THE *WRONG* CROWD!-- *THAT'S* WHY!

WHY? *WHY?*

WE'VE REACHED A *DEAD END!* WE'RE *TRAPPED!*

SUDDENLY--!

LOOK OUT! THE WALLS ARE CLOSING IN ON US!

WE'RE *NOT* GOING TO MAKE IT, MAN!

IT'S BONE-CRUSHIN' TIME! AND IT'S *OUR* BONES THAT'RE GONNA BE *CRUSHED!*

LOOK AROUND! LOOK FOR *SOME GIMMICK!*

THERE!-- BELOW!! IT'S SO *TINY* I ALMOST OVERLOOKED IT...

HANG ON, FALCON!

CAP'S FOOT PRESSES DOWN UPON WHAT APPEARS LIKE A SMALL *BUTTON*... THEN--!

--THE FLOOR *OPENS* BENEATH THE TWO... THEY PLUNGE INTO THE *DARK-NESS* BELOW...

HERE GOES *ANYTHING! GOOD LUCK!*

IT'S A SHORT, DROP INTO ANOTHER CORRIDOR. LIKE SUPERB ATHLETES, CAP AND THE FALCON LAND ON THEIR FEET-- READY FOR ACTION--

THERE'S A *LIGHT* AHEAD! LET'S MOVE!

THE TWO WASTE *LITTLE* TIME-- THEY LEAP TOWARD THE LIGHT -- AND, INTO THE MOST *SURPRISING* OF SITUATIONS...

THEY'RE COMING THROUGH, MISTER SECRETARY! THEY CLEARED THE *"PANIC COURSE"* IN RECORD TIME! -- AN *AMAZ-ING* FEAT OF COOLNESS, TIMING AND DEXTERITY!

HAH! YOU DREAMER, YOU! THE TEST ISN'T *OVER* YET! WE'LL HAVE OUR CHAT-- IF YOU SURVIVE THIS FINAL HURDLE!

LOOKS LIKE WE'VE FOUND THE *"BIG WIG"* ROOM... BUT, IT *STILL* AIN'T OUT OF THE WOODS!

IF THAT'S WHO I *THINK* IT IS, WE SHOULD GET SOME *STRAIGHT* ANSWERS!

I'M *ANGRY* ENOUGH TO TACKLE A *HUNDRED* HURDLES! BACK OFF, FALCON! I'LL HANDLE THIS!

THEY'RE ALL YOURS!

TAKE HIM, MEN! GIVE HIM THE FULL TREATMENT!!

DOT'S *RIGHT*, BOYS! IF HE'S A SUPER-HERO, LET HIM *PROVE* IT!

A NINETY POUND *WEAKLING* COULD DO THIS IF HE WAS READY TO *BLOW* HIS TOP!

LOOK OUT! UGH!

CAP STRIKES LIKE A RAGING WHIRLWIND. AND, THE RE-SULTS ARE ABOUT THE SAME...

HE TRIPPED ME!

BY GOLLY--HE'S TOSSING THE ENTIRE FURSHLUGINER CREW...

STOP! I ORDER YOU TO *STOP!*

ENOUGH ALREADY! DERE'S NO NEED TO TURN DIS TEST INTO A MASSACRE...

LET HIM GO, BOYS. YOU'RE *DIS-MISSED!*

YES, SIR! THERE'S *NO* DOUBT THAT THIS *IS CAPTAIN AMERICA!*

YOU'VE GIVEN US QUITE A RECEPTION, MISTER SECRETARY-- IT ***WASN'T*** EXACTLY IN THE DIPLOMATIC MANNER...

THIS IS ***NOT*** A RECEPTION!--AND IT'S ***NO*** TIME FOR DIPLOMACY!

VE'RE DEALING VIT A ***NATIONAL EMER-GENCY.***

I-I'M ***SORRY,*** SIR. I FORGOT ABOUT THE CONSPIRACY... I SUPPOSE IT'S A ***POOR*** TIME TO TRUST ANYONE...

DAT'S ALL RIGHT. I LIKE YOU TWO. I APOLOGIZE--YOU MAY CALL ME ***"HENNY"*** IF YOU LIKE...

BUT RIGHT NOW, GENTLEMEN, YOU MUST LISTEN--TIME GROWS SHORT. VILE OUR AGENTS SEARCH FOR THE ENEMY-- YOUR PROBLEM IS TO FIND THE ***NEXT "MAD-BOMB!"***

MAY I ASK ***WHY*** YOU CHOSE ***US*** FOR THE JOB, SIR?

PERHAPS, IT'S BECAUSE OF TODAY'S INCIDENT. DOES ***THAT QUALIFY*** US FOR--?

NO, ***NO!*** DER REASON IS SPECIAL! I ***CANNOT*** DISCLOSE IT AT THIS TIME.

THEN, CAN YOU ***FILL*** US IN A BIT? WE KNOW SO ***LITTLE*** ABOUT THIS THING.

OF COURSE! OF COURSE! THIS CLOSED CIRCUIT MONITOR WILL GIVE YOU THE REQUIRED FACTS--***ONE--TWO--THREE!***

THE FIRST "MADBOMB" VE DISCOVERED VAS "***PEANUT!***" AND DIS IS VOT IT DID TO MINER'S JUNCTION--A SMALL TOWN-- DESTROYED ITS ***MADDENED*** PEOPLE...

KLIK!

AN ENTIRE TOWN -- *DEVASTATED* BY A WEAPON NO LARGER THAN A *TOY WHISTLE!* IT'S A FIENDISH CONCEPT!

IT VAS ONLY A *PRIMITIVE* MODEL! OUR ENEMY BEGAN TO PRODUCE A *LARGER* SIZE... LIKE THE VON VE FOUND IN RIVER CITY...

GO ON, SIR!

VE LABELED THIS VUN, "*DUMPLING*" -- NOT MUCH LARGER THAN THE FIRST -- BUT, THERE VAS VOT IT LEFT OF RIVER CITY... A POPULATION CENTER OF **200,000** PEOPLE...

KLAK!

GENTLEMEN... THERE'S *NO* NEED TO TELL YOU VOT I'M DRIVING AT! YOU CAN IMAGINE THE *HORRIBLE* POSSIBILITIES FOR YOURSELVES!

YEAH! THE "*MAD-BOMB*" THAT WORKED *US* OVER TODAY WAS A **MUCH** LARGER ONE!

AND, THE *NEXT* ONE MAY BE AS BIG AS A *BARREL!* I SHUDDER TO THINK OF ITS *EFFECT!*

JUMPING CATFISH! IT'LL FLATTEN THE BIG CITIES! THE *REST OF NEW YORK! CHICAGO! LOS ANGELES!*

GUESS *AGAIN*, MISTER SUPER-DUPER! OUR ENEMY IS GOING FOR *BROKE!*

NO! NO! Y-YOU DON'T MEAN--!

THIS PHOTOGRAPH I'M ABOUT TO SHOW YOU IS SO TOP SECRET THAT I CARRY IT AROUND IN MY *OWN* POCKET! I DARE SHOW IT TO *NO VUN!* -- NOT YET!

IT VAS FOUND ON ONE OF OUR *OWN* AGENTS -- THE ONLY MAN WHO *SUCCESSFULLY* PENETRATED AN *ENEMY* INSTALLATION.

THE MAN *DIED* BEFORE HE COULD TELL US ANY-THING -- BUT, HE DID HAVE *THIS--!*

I DON'T KNOW IF I *WANT* TO SEE IT... BUT I GUESS IT'S MY *DUTY* TO FORCE MYSELF!

IF THIS IS THE PICTURE OF A *PIANO-SIZED* MADBOMB, WE FACE A *FORMID-ABLE* TASK!

CAP AND THE FALCON ARE TRANSFIXED WITH HORROR WHEN THEY VIEW THE PHOTO.

(GASP) I-I CAN'T BELIEVE MY EYES!

I-IT'S WORSE'N WE THOUGHT! IT'S WORSE 'N ANYTHING EVER IMAGINED!

IT'S ALL CLEAR, NOW, FALCON--THE SECRETARY NEED SAY NO MORE...

THE SIZE OF OUR JOB IS GEARED TO THE SIZE OF THAT BOMB! AND WE CAN'T ALLOW ANY ROOM FOR FAILURE!

WE CAN'T FAIL! WE MUSTN'T FAIL! NOT WHEN OUR OBJECTIVE BEARS THE LABEL OF "BIG DADDY!"

"BIG DADDY" IS DESIGNED TO DESTROY THE UNITED STATES!!--AND MY GUESS IS THAT HE'S TIMED TO GO OFF AT THE START OF THE BICENTENNIAL YEAR!

THAT IS, UNLESS WE FIND HIM AND DESTROY HIM-- OR DIE IN THE ATTEMPT!!

NEXT: CAP AND THE FALCON-- HIT THE TRAIL ON THE MOST HAZARDOUS HUNT OF ALL TIME!

DON'T MISS--

THE TROJAN HORDE!

CAPT. AMERICA

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CAPTAIN AMERICA AND THE FALCON

CATACLYSMIC KIRBY ACTION IN THE MIND-BOGGLING MARVEL MANNER!

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1941! The world at *war!* And in a secret laboratory, frail *Steve Rogers* became the American *super-soldier!* For four thrilling years, he fought the Axis powers—until a freak stroke of fate threw him into *suspended animation.* He woke in the mid-1960s, a man *twenty years out of his time.* Since that fateful day, Steve Rogers has sought his *destiny* in this brave new world.

Stan Lee PRESENTS: CAPTAIN AMERICA AND THE FALCON™

"DON'T FIRE UNTIL YOU SEE THE WHITES OF THEIR EYES!"

AN AMERICAN HERO SAID THAT IN **SIMPLER** DAYS -- WHEN MEN CONFRONTED EACH OTHER IN ARMED COMBAT... BUT, THIS IS THE AGE OF THE **SUPER-HERO** VERSUS THE **SUPER-THREAT!** -- AND, NO MENACE EVER DEVISED BY **CONSPIRATORS** HAS BEGUN TO LOOM AS LARGE AS THE PLOT UNCOVERED IN THE HEART OF THE UNITED STATES...

THE TROJAN HORDE

JACK KIRBY — WRITER·ARTIST·EDITOR | FRANK GIACOIA — INKER | GASPAR SALADINO — LETTERER | JANICE COHEN — COLORIST

CAP TRIES TO VISUALIZE THE ENEMY. BUT, HE CAN'T... LIKE ALL CONSPIRATORS THEY ARE VAGUE, UNDEFINABLE SHADOWS... BUT, THEIR WORKS ARE SATAN'S OWN TOOLS!--FIENDISH DEVICES WHICH HAVE ALREADY REAPED A DEADLY HARVEST! WHAT CAP SEES ARE THE

MAD BOMBS!!

THIS IS "PEANUT!" THE MIND-WAVES TRANSMITTED BY THIS HELLISH OBJECT CAUSED THE CITIZENS OF A SMALL TOWN TO WIPE THEIR VILLAGE OFF THE MAP!

"DUMPLING" WAS CAPABLE OF DESTROYING A HEAVILY POPULATED CITY!

SEE LAST ISH! YOU SHOULD! YOU MUST!--JACK.

BUT THE "BIG DADDY"

AMERICANS MUST FEAR! FOR, THIS BEHEMOTH IS *PRIMED* TO BE DETONATED AT THE FIRST HOUR OF THE NATION'S BICENTENNIAL... IF "BIG DADDY" ISN'T FOUND AND DEFUSED--HIS *MIND-WAVES* WILL *DESTROY* THE UNITED STATES BY TURNING IT INTO A *MADHOUSE!*

THE FALCON AND I MUST STOP THIS NIGHTMARE FROM HAPPENING! WE MUST!!!

AT THAT MOMENT, A VOICE FROM THE POWER BOOTH CUTS MERCIFULLY INTO CAP'S **DISMAL** DAYDREAMING...

OKAY, WE'RE **READY** TO PROCEED...

UH--YES! FIRE AWAY!

FIRE AWAY, SAYS THE MAN... AS IF THIS WAS A TARGET PRACTICE!

THESE MEASURES ARE FOR **YOUR** PROTECTION, MEN... THEY'RE MEANT TO **IM-MUNIZE** YOU AGAINST THE ENEMY'S CHIEF WEAPON...

--**MIND WAVES**-- WE'VE HEARD ALL THAT!

LET'S RELAX, FALCON. **I'M** AS TENSE AS **YOU** ARE... BUT WE'VE GOT TO TAKE THESE TESTS IF WE'RE TO TACKLE THIS ASSIGNMENT!

I DON'T DIG THESE GADGETS! DON'T LIKE THIS HEADGEAR: IT **WON'T** HELP WHEN THEY HIT US WITH THE "**WHOPPER!**"

THEN--!

CIRCUITS **OPEN!** CHARGE **RELEASED!**

CRACKLE

MIGHTY **ENERGY BOLTS** ARE HURLED AT CAP AND THE FALCON... THEY **SURGE** WITH THE **STRANGE ELEMENTS** THAT COURSE THROUGH THE HUMAN MIND... LIKE THE **LIGHTNING** OF THE GODS. THEIR BRILLIANCE **HIDES** THE FACES OF THE TARGETS...

THE SOUND OF **INCREASING** POWER GROWS LOUDER--LOUDER--UNTIL IT **FILLS** THE CHAMBER, THEN...

WAAAAM!

...A DEEP **SILENCE** ENSUES... IT'S A DISTURBING AND **FRIGHTENING** SILENCE...

T-THEY'RE **NOT** MOVING--!

DO YOU SUPPOSE--?

IT--IT WAS A **CALCULATED RISK**--BUT THEY HAD TO GET THAT MAXIMUM CHARGE! I--I HOPE THAT I HAVEN'T--

WAIT--! **LOOK**--! THEY'RE **ALIVE!!**

SOON AFTER, THE TWO SUPER-HEROES ARE SURROUNDED BY **CONCERNED PERSONNEL**...

CALL THE MEDICS!--**QUICKLY!**

EASY--EASY...

HE'S OKAY!--MERELY **STUNNED**, THAT'S ALL!

DON'T PLAY WITH WORDS... IF NOT FOR THESE "**DIFFUSION HELMETS**," WE'D HAVE BEEN **MINUS** TWO SUPER-HEROES!

--AND TWO OF THE **BEST** AT THAT!

MEANWHILE, IN AN EXCLUSIVE SUBURB SOMEWHERE, IN THE HEART OF THE LAND--

GENERAL **HESHIN** TO SEE YOU, SIR...

COME IN, HESHIN, **COME IN!** YOU CAUGHT ME AT A MOST INSPIRING MOMENT!!!

I CAME TO REPORT ON OUR **GROWING** ARMY OF MERCENARIES!

I **DIDN'T** COME HERE TO ADMIRE AN ANTIQUATED--

NONSENSE. I INTEND TO **WEAR** THIS COSTUME AT A BALL I SHALL GIVE WHEN THIS NATION'S **BICENTENNIAL** ARRIVES...

THERE! YOU MUST ADMIT THAT I BEAR A *STRIKING* RESEMBLANCE TO MY ANCESTOR-- *SIR WILLIAM TAUREY!*

AN *ARISTOCRAT* OF THE FINEST QUALITY!

THIS COUNTRY HAD ARISTOCRACY THEN!-- MEN *BORN* TO BE SERVED! MEN WHO LIVED *ABOVE* THE COMMON RABBLE!

THE *DECLARATION OF INDEPENDENCE* DID AWAY WITH THE ELITE! BUT, WE SHALL *CHANGE* ALL THAT ONCE AGAIN.

I TELL YOU, HESHIN, WHEN OUR *COUP* IS ACCOMPLISHED, I SHALL *DESTROY* THAT DOCUMENT ON PRIME TIME TELEVISION!

ANCESTOR WORSHIP MAY DRIVE *YOU* TO CHANGE HISTORY. *I'M* CONTENT TO DO IT FOR PERSONAL GAIN...

DEMOCRACY SHALL *DIE!*

THE WORLD IS *CRAWLING* WITH *YOUR* KIND!

WE TAUREYS HAVE *NO* NEED FOR MONEY! WE WERE *BORN* RICH! WE WERE *BORN* TO POWER!

REVENGE IS WHAT I SEEK!--REVENGE FOR THE NOBLE DEATH OF A TAUREY!--

I SEEK THE DESCENDANT OF *THIS* MAN!!!

AH! SO, THE HUNTER HAS DISCOVERED A *LEAD* TO HIS QUARRY!

YOU'VE UNDOUBTEDLY SPARED NO EXPENSE TO FIND THIS OLD PORTRAIT... I MUST SAY THAT HE'S QUITE A HAND-SOME FELLOW!

HE WAS A *SWINE!* A "*SO-CALLED PATRIOT*" WHO KILLED MY ANCESTOR, IN A *DUEL!*

IT APPEARS THAT THIS MAN WAS ALSO, A *SOLDIER*...

HE WAS A *REBEL!* A *TRAITOR* TO HIS KING! HE WAS CAPTAIN *STEVEN ROGERS* OF THE *CONTINENTAL ARMY!*

BUT, PERHAPS, THIS DUEL HE FOUGHT WITH YOUR ANCESTOR-- IT MAY HAVE BEEN CAUSED BY A *SIMPLE* DISPUTE!

NO! SIR WILLIAM TRIED TO WARN THE BRITISH OF WASHINGTON'S APPROACH WHEN HE WAS INTER-CEPTED BY THIS DOG, ROGERS!

THEY DUELED! MY ANCESTOR *DIED!*--AND HISTORY WAS CHANGED...

BUT, *THIS* TIME THINGS SHALL BE *DIFFERENT!*

STEVEN ROGERS HAS ONE LIVING DESCENDANT!-- A DESPICABLE *WEAKLING* WHO WAS *REJECTED* BY THE ARMY IN WORLD WAR II!

HE VANISHED SOON AFTER THAT... BUT, EVEN AFTER *THIRTY YEARS* I'LL FIND HIM AND *FINISH* HIM! AFTER ALL, HE STILL BEARS HIS ANCESTOR'S NAME... HE CALLS HIMSELF *STEVE ROGERS!*

AT THE MOMENT, TAUREY'S QUARRY IS RE-COVERING RAPIDLY--IN THE SERVICE OF HIS COUNTRY...

THAT *LAST TEST* REALLY PUT ME UNDER, FALCON. I-I HAD THE *STRANGEST* DREAM...

ME TOO... I DREAMT THAT MY *BODY* WAS SUPPLYING POWER FOR *ALL* THE LIGHTS ON BROAD-WAY...

ALL *KIDDING* ASIDE... I-I DREAMT ABOUT MY ANCESTOR STEVEN ROGERS. HE *FOUGHT* IN THE REVOLUTION, YOU KNOW!

HOORAY FOR HIM! CHANCES ARE THAT HE OWNED A FARM WITH A LOT OF SINGING BLACK *SLAVES!*

I CAN'T REALLY SAY, FRIEND... HE LEFT A DIARY WHEN HE DIED. IT REMAINED IN THE FAMILY FOR GENERATIONS... BUT, I DON'T RECALL READING ANY-THING IN IT ABOUT SLAVES!

DON'T GO ON WITH THAT HERO JIVE! YOUR BOY HAD A STAKE IN THAT REVOLUTION!

MY FAMILY STILL WORKED THAT FARM...

PROBABLY TRUE! YET, THAT WAS A TIME WHEN MEN BEGAN TO TURN AWAY FROM INJUSTICE!

IT TOOK TWO HUNDRED YEARS, FALCON... BUT THIS COUNTRY'S GROWN UP!

JIVE! IT'S STILL TRYING, FRIEND! I'LL STAKE MY LIFE ON THAT!

THAT'S WHAT YOU ARE DOING, FALCON! YOU CAN'T LET IT GO DOWN THE DRAIN, WHEN OUR NATION IS MAKING GOOD ON ITS PROMISE TO ALL MEN!

COME IN, DOCTOR. IS THIS THE FINAL CHECK-UP?

YES. BUT, DON'T FEEL OVERJOYED... YOU SURVIVED THE TESTS... NOW, YOU'VE GOT TO SURVIVE THE ENEMY...

WE'VE FACED A FEW TOUGH ONES IN THE PAST, SIR...

YEAH. SUPER-DUDES WITH FIERY EYES AND HIDES OF STEEL!

I'M AWARE OF ALL THAT! YOU TWO ARE TOWERS OF STRENGTH... WE'RE COUNTING ON THAT!--

GO ON, DOCTOR... I FEEL A "BUT" HANGING IN THE AIR...

HE MEANS THEY'RE GONNA TAKE US FROM THE INSIDE!

THAT'S RIGHT, ISN'T IT, DOC? THEY'RE GONNA REACH INSIDE US AND SHAKE US UP, REAL GOOD!

THAT'S A GOOD POSSIBILITY, SON! THAT'S WHY THESE TESTS ARE SO IMPORTANT!

I'M HOPING THAT WE'VE IMMUNIZED YOU SUFFICIENTLY AGAINST THE CONSPIRATORS' MIND WEAPONS... I'M HOPING THAT YOU WON'T SUFFER THE FATE WHICH OVER-TOOK MANY OTHERS.

WE UNDERSTAND THAT SHIELD HAS LOST A PLATOON OF AGENTS ON THIS CASE...

WELL, WE'RE COMING BACK!

I CAN PROMISE YOU THAT, SIR! I KNOW THAT SOME-HOW WE'LL SEE THIS THROUGH!

AMEN TO THAT!

THEN, I FIND YOU TWO FIT FOR ACTION! REPORT TO "MISSION CONTROL" FOR INSTRUCTIONS. GOOD LUCK! AND GOOD HUNTING!!

A DAY LATER, THE "HUNTERS" PROWL THE BARREN WASTES OF A REMOTE AREA FAR REMOVED FROM HEAVY TRAFFIC...

MY GUESS IS THAT NOBODY'S BEEN HERE SINCE GERONIMO, STEVE!

A SHIELD AGENT SENT AN "S.O.S." SIGNAL FROM THIS WILDERNESS -- BEFORE HE VAN-ISHED WITHOUT A TRACE!

A FLEET OF THESE NEW "SKIMMERS" WAS SENT TO COMB THIS PLACE... BUT, THEY DIDN'T SPOT A THING!

WHAT MAKES YOU THINK WE'LL DO ANY BETTER? WE'VE BEEN SCOURING THESE ROCKS FOR HOURS!

WHY DON'T WE GIVE OUR EYEBALLS A REST -- AND THEN TRY ANOTHER SWEEP!

OKAY! THAT LOOKS LIKE A GOOD LANDING SPOT STRAIGHT AHEAD!

IF THE CONSPIRATORS AND THEIR "BIG DADDY" MIND-BOMBS ARE HIDING IN THIS BOONDOCK, IT MAY TAKE A CENTURY TO FIND THEM!

STEVE! I SEE SOMETHING! I-IT'S BIG! REAL BIG!!

I-IT LOOKS HUMAN TOO! WE'VE FOUND A GIANT, FALCON'!

BRACE FOR A CRASH! I-I CAN'T DODGE HIM!

THE SKIMMER STRIKES THE GIANT AND RICOCHETS INTO THE SURROUNDING ROCKS...

STRAIGHTEN HER OUT, STEVE!!-- STRAIGHTEN!!

UGHHH!

CRASH!

UNABLE TO SLOW THE CAREENING CRAFT, STEVE FIGHTS THE CONTROLS TO KEEP IT FROM CRASHING INTO A LARGE STONY OUTCROPPING WHICH LOOMS AHEAD...

I CAN'T HOLD HER! WE'RE GOING TO HIT!!

THE CRASH OCCURS... BUT, THE IMPACT IS UNEXPECTEDLY LIGHT! THE HUGE BOULDERS SCATTER LIKE TENNIS BALLS!

WOMP!

WHEN THE VEHICLE SKIDS TO A HALT...

W-WHAT HAPPENED? WE SHOULD BE DEMOLISHED!

NOT FROM BUMPING INTO THESE ROCKS! THEY'RE FAKES!

THEY'RE FOAM RUBBER PROPS! HERE! CATCH!!

HEY!! CUT THAT OUT! YOU'LL--

GOMP!

THE MEANING OF THEIR DISCOVERY BEGINS TO REGISTER ON THE TWO SUPER-HEROES. BUT, A SOUND CUTS SHORT ANY FURTHER INVESTIGATION...

GGAAAA--

IT'S THE GIANT... THAT COLLISION MUST'VE GIVEN HIM A CRAMP!

HE LOOKS NASTY... BUT HE HASN'T MADE ANY DANGEROUS MOVES!

SOMEHOW, HE SEEMS ALMOST CHILD-LIKE... I THINK HE WAS PLAYING WITH THESE BOGUS ROCKS...

NEVER MIND ABOUT HIS I.Q.! WE'VE FOUND A REAL GIANT AND PHONY STONES! NOW, WE'D BETTER--

HOLD IT RIGHT THERE!

FORGET ABOUT THAT GIANT... HE'S JUST A FREAK FROM OUR LABOR PENS... THEY WANDER OFF OCCASIONALLY.

WHO ARE YOU TWO?

WHY ASK US? YOU CAN SEE OUR WRECKED "SKIMMER"... CIVILIANS DON'T USE SKIMMERS!

THAT'S NO LIE--SHIELD AGENT!!

WELCOME TO THE HEADQUARTERS OF THE ROYALIST FORCES OF AMERICA... YOUR HONOR GUARD IS ON ITS WAY, NOW...

THE ROCKS SEEM TO SPEW OUT MORE ARMED MEN. THEY USE STUN GUNS TO HERD THE GIANT INTO A NEARBY OPENING!

AAAAAAA!

HOW DID THAT DUMB ANIMAL GET OUT?! SOMEONE WILL ANSWER FOR THIS!

PROD HIM THIS WAY! WE'LL HANDLE HIM!

THIS IS ALL VERY INTERESTING, SOLDIER-BOY! BUT, WHAT'S GOING TO HAPPEN TO US?

PLENTY, MISTER! MY GUESS, IS THAT YOU'LL GET THE "TREATMENT!!" WHEN THAT'S OVER-- YOU WON'T WORRY ABOUT ANYTHING ANYMORE...

SO, WE'RE DUE FOR A TREATMENT, eh? I DON'T THINK I'D LIKE THAT!

SUDDENLY--!

POW!

AND I DON'T THINK I LIKE YOU, MISTER!

I'VE GOT HIS GUN!

DON'T BOTHER ME WITH TRIFLES!

KRAK!

ENOUGH! SAVE ALL THAT TALENT FOR THE OTHERS! WE'VE GOT TO TAKE THEM OUT!

MAN, THIS IS IT! TAKIN' ON CRAZIES IS MY THING!

BAM! BAM

WHAT IN BLAZES!?! THE PRISONERS HAVE TAKEN A GUN!

I'LL KEEP 'EM OFF BALANCE! HIT 'EM! GO!

I HEARD YOU, BROTHER!

POW! POW!

LOOK OUT!

THE ROYALIST SOLDIERS ARE NOT PREPARED FOR THE KIND OF ATTACK WHICH FOLLOWS...

NOTHING WORKS LIKE SURPRISE!

I'LL TAKE THESE BY THE BUNCH!

KRAAK!

OOOF!

KAAK!

STOP THEM!! THEY'RE LIKE TIGERS--! UGH!

WE'RE ANGRY TIGERS, MISTER! CON-SPIRACIES BUG US!

POW!

AT THAT MOMENT, A GUN BARREL IS THRUST AGAINST STEVE ROGERS' TEMPLE!!

GAME'S OVER, FELLA! DROP IT!!

IF YOU DON'T MIND MY SAYING SO, I THINK THAT SOME-ONE'S TRYING TO GET YOUR ATTENTION, GENERAL...

--eh? WHAT--?

THE MAN AIN'T JIVIN' YOU, DUDE! I GOT A PACKAGE HERE, WHICH NEEDS DELIVERIN'!

EEEYAA--!

DOWN, STEVE!

YOU CUT THAT CAPER REAL CLOSE! HE ALMOST TOOK MY HEAD OFF!

IT'S STILL ON YOUR SHOULDERS, ISN'T IT? WE'VE GOT A BREATHER. LET'S USE IT TO GET TO THE RADIO IN OUR WRECKED "SKIMMER!"

WE'VE HIT PAY-DIRT!

THE TWO NEVER REACH THEIR OBJECTIVE. "SHIELD" WILL NOT LEARN OF THEIR DISCOVERY... A STRANGE, NEW WEAPON CUTS THEM DOWN...

WWWWWW!

HIT 'EM, HARD!

MIND-WAVES ARE INSIDIOUSLY ACCURATE! THEY FIND THEIR TARGETS SWIFTLY-- AND PLUNGE BENEATH SKIN AND BONE TO ATTACK THE BRAIN... CAP AND THE FALCON SCREAM BEFORE THEY FALL...

AA!!

YAA

AAAAA

SOON AFTER...

THAT STOPPED 'EM! NOTHING LIVING'S FAST ENOUGH TO OUTRUN A MIND-WAVE LAUNCHER...

IT APPEARS THAT SHIELD HAS SENT US TWO NEW RECRUITS...THEY'RE SUPERB PHYSICAL SPECIMENS! WE CAN USE THEM...

THE "TREATMENT" WILL DETERMINE WHETHER THEY BECOME SOLDIERS OR PART OF OUR "FREAK" LABOR FORCE!

REMOVE THEM...

TAUREY AND HESHIN ARE NOT PAYING US TO SPEND ALL DAY WITH SNOOPING SHIELD AGENTS!

YES, SIR!

SNAP TO IT! CLEAR THIS AREA OF CAMOUFLAGE ROCKS!

UNBLOCK THE ENTRANCE TO BARRACKS "B!" THE TROOPS INSIDE ARE ASSEMBLED FOR DRILL!

THE FOAM RUBBER BOULDERS ARE EASILY HAULED AWAY--AS THE CONCRETE STRUCTURE BEHIND THEM, COMES INTO FULL VIEW...

MAKE IT FAST! WE'VE GOT A SCHEDULE TO KEEP!

THEN, THE RANKS OF CRACK MERCENARY TROOPS MARCH OUT TO DRILL...THEY ARE A "TAKE-OVER" ARMY--READY TO MOVE ON BICENTENNIAL DAY--WHEN THE GREAT MIND-BOMB HAS RENDERED THE COUNTRY DEFENSELESS...

MEANWHILE, SOMEWHERE IN THE HIDDEN COMPLEX BUILT BY THE ENEMY...

I THINK IT'S SAFE TO DISPENSE WITH THE FAINTING ACT... THANKS TO THOSE "SHIELD" TESTS, THESE MIND-WAVES DIDN'T HURT US A BIT...

LOOK AROUND, CAP... WE'VE GOT COMPANY...

NNNGAAA-- --MMNNGGG--

IT'S ONE OF THOSE POOR CREATURES THEY REFER TO AS MINDLESS FREAKS!

THERE'S MORE HERE! THIS PLACE IS JAMMED WITH 'EM...

THE HORROR OF THEIR "SITUATION" IS DRIVEN SWIFTLY HOME AS THE TWO SURVEY THEIR SURROUNDINGS!

THESE BIZARRE CREATURES...

WE'RE IN SOME SORT OF LARGE STOCKADE! I--I BELIEVE THEY'VE THROWN US INTO THE LABOR PENS!!

WELL, I'M FOR MAKING A FAST EXIT! THESE WEIRDOS ARE GETTING RESTLESS...

QUIETLY AND CAUTIOUSLY, THE NEW ARRIVALS MAKE THEIR WAY TO THE DOOR...

IT'S TIME TO GATHER INFORMATION. LET'S TAP THIS GUARD...

HEADS UP, SOLDIER!! WE JUST CHECKED INTO THIS NUTTY HOTEL... WE'D LIKE TO LEARN THE RULES!

SO, YOU TWO ARE FINALLY AWAKE, eh? I SUPPOSE YOU'D LIKE ROOM SERVICE TOO?

RFA

WELL, YOU'LL GET WHAT'S COMIN' TO YOU. BE CERTAIN OF THAT!! IF YOU DON'T DIE, YOU'LL END UP DOING THE KIND OF JOB YOU'RE FIT FOR!

SUPPOSE I DON'T LIKE THE JOB... DO I GET THE CHOICE OF QUITTING?

HAHAHAHA! YOU'RE AS FUNNY AS A SAWED-OFF CRUTCH! NOBODY HAS ANY CHOICES HERE... WE WORK AND--OBEY!!

--SOMEONE DECIDES FOR YOU--AND, YOU DECIDE FOR THESE POOR CREATURES. THE PICTURE'S CLEAR ENOUGH...

--ONE MORE QUESTION, OKAY? THIS LABOR FORCE OF MENTAL AND PHYSICAL MONSTROSITIES-- WHERE ON EARTH DO THEY COME FROM?

FROM THE "TREATMENT" ROOM, MISTER SMART! BUT, YOU'LL FIND OUT MORE WHEN YOU AND YOUR BLACK CHUM TAKE TURNS IN THERE!

WHEEL HIM IN. EVERY-THING IS SET.

OUR SCIENCE BOYS ARE BRAIN AND GLAND SPECIALISTS... THERE'S NO TELLING WHAT A MAN WILL LOOK LIKE WHEN THEY'RE FINISHED WITH HIM!

I'VE HEARD ENOUGH! SO THAT'S THEIR NEW AMERICA-- SOLDIERS AND WORKERS IN THE SERVICE OF A **RULING** ELITE!

LET'S GET **LOST** IN THIS CROWD, FALCON... WE'VE GOT OUR **OWN** CHANGES TO MAKE!

*HIDDEN BY THE DOCILE LABORERS FROM THE **PRYING** EYES OF THE GUARD, CAP AND THE FALCON GET TO WORK...*

WE CAN DROP OUR COVER, PAL... THEY'LL HAVE TO DEAL WITH **CAPTAIN AMERICA** AND THE **FALCON** NOW!

YOU'VE GOT A **DEAL**, MISTER! I'M FOR GIVING THAT TREAT-MENT ROOM--

--A **REAL** TREATMENT!

NO WONDER THESE POOR DEVILS CAN'T THINK OR TALK-- THEY'RE THE **VICTIMS** OF PREFRONTAL LOBOTOMIES AND GLANDULAR CHANGES!

I'LL **ADD** A THOUGHT THAT'LL **CHILL** YOU TO THE BONE, CAP...

I-I THINK I'M ON THE **SAME** CHANNEL, FALCON... I-I'VE BEEN **STUDYING** THESE UNFORTUNATES TOO...

YOU AND I, NOW KNOW WHAT HAP-PENED TO THE **MANY** SHIELD AGENTS WHO **VANISHED** IN THIS AREA...

THEN, LET'S DO WHAT THOSE MEN WOULD HAVE WANTED!! **LET'S FINISH THEIR JOB!!**

IN THE NAME OF ALL GOOD MEN-- WHO LOVE **FREEDOM**-- AND WILL FIGHT TO KEEP IT-- **LET'S PUT AN END TO THIS NEST OF RATS!**

THERE'S MORE THAN A BATTLE BREEDING, **FANS!!**

*IF YOU WANT TO SWEAT AND FEEL **WEIRD** ALL OVER-- **DON'T MISS** THE NEXT HEART-STOPPING ISSUE!*

SEE--

THE WORLD of 1984!

CAPT. AMERICA

MARVEL COMICS GROUP™

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CAPTAIN AMERICA™ AND THE FALCON™

IT CAN HAPPEN HERE! THE SAVAGE WORLD OF--

"1984!"

1941! The world at *war!* And in a secret laboratory, frail *Steve Rogers* became the American *super-soldier!* For four thrilling years, he fought the Axis powers—until a freak stroke of fate threw him into *suspended animation.* He woke in the mid-1960s, a man *twenty years out of his time.* Since that fateful day, Steve Rogers has sought his *destiny* in this brave new world.

Stan Lee PRESENTS: CAPTAIN AMERICA AND THE FALCON™

MEN AMONG MONSTERS!!! TWO GREAT SUPER-HEROES ARE ENMESHED IN THE HIDEOUS DESIGN BEING WOVEN IN SECRET BENEATH THE WESTERN BADLANDS... IN THIS HIDDEN PLACE, ALL THE EVIL DREAMS OF POWER-MAD TRAITORS HAVE BECOME REALITY... HERE, THE FACE OF HUMANITY HAS BEEN ERASED... HERE, THE HUMAN SOUL IS TO SUFFER AND DIE... FOR,

CAPTAIN AMERICA AND THE Falcon, IT'S "1984!"

THESE POOR CREATURES *HAVEN'T* THE WILL TO BREAK OUT OF THIS FOUL PEN, *FALCON*...

THEY'VE BEEN ROBBED OF FREE CHOICE, *CAP!* SAY THAT WE EXCERCISE OURS--AND WHILE WE'VE STILL GOT IT--*LET'S GO!*

WRITTEN & DRAWN BY JACK KIRBY / INKS & LETTERING BY D. BRUCE BERRY / COLORING BY JANICE COHEN

CAPTAIN AMERICA'S ***SHIELD*** DECIDES THEIR NEXT MOVE..... IT CRASHES DOWN UPON RESTRICTIVE STEEL AND WOOD CELL WALL WITH ***TREMENDOUS*** IMPACT! THE AIR IS FILLED WITH FLYING DEBRIS, AND ECHOES TO SOUNDS OF ***SURPRISE*** AND ALARM.

MANUAL LABOR POOL

HERE'S SOMETHING YOU GUN-TOTING GUARDIANS OF THE "NEW" SOCIETY ***WON'T*** LIKE! IT'S CALLED A ***CITIZEN'S PROTEST!***

ZOK!

OKAY, FALCON! LET'S CHECK ***OUT*** OF THESE DUMPY ACCOMODATIONS, AND SEE WHAT THE ***REST*** OF THIS RAT'S NEST HOLDS!

ALERT THE SECURITY COMMAND! IT'S A BREAK-OUT! A BREAK-OUT!

CRAASHH!!!

SHOOT TO KILL!! THESE ESCAPEES ARE ***NOT*** LABOR ZOMBIES!!! THEY'RE ***REAL*** TROUBLE!!!

THIS RED, WHITE AND BLUE BOY'S TOO SLIPPERY! *CAN'T NAIL HIM!*

POW!

KARAKK!

UGH!

CALL FOR REINFORCE-MENTS!! *HURRY!!*

*CAPTAIN AMERICA LIVES UP TO THE LEGEND CREATED BY HIS **COUNTLESS** EXPLOITS, AND SOON THE MERCENARIES FIND THEMSELVES OUTMATCHED BY A **MASTER** OF COMBAT!!*

SORRY, FELLA, BUT THAT *WON'T* STOP ME

MY *NEXT* SHOT WILL GET YOUR LEG!

WAM!

BAD THINKING, SOLDIER! IT'S MY *HANDS* YOU'VE GOT TO WATCH! I'M GOING TO *PUNCH YOU OUT!*

LOW-BRED DOG! YOU'LL SOON LEARN YOUR PLACE IN THE *NEW* SOCIETY!

I-I *ORDER* YOU ..... TO... TO...

CANCEL THAT ORDER, BUB!

KRASH!!!

AND *THAT'S* MY ANSWER TO THE ARROGANT CAUSE YOU SERVE! IT'LL *NEVER* SUCCEED HERE!

ASK ANY *NAZI* WHO LIVES IN THE *RUINS* OF HIS PAST!

AT THAT MOMENT, THE **VOICE** OF THE FALCON SHOUTS A WARNING.

LOOK **BEHIND** YOU, CAP! IT'S WORTH YOUR **SKULL**!

THANKS, FALCON! I JUST **CAN'T** MAKE THESE GUYS SEE THINGS **OUR** WAY!

YOU'VE BEEN POUNDING 'EM ON THE **WRONG END!** I'LL SHOW YOU HOW IT'S **REALLY** DONE!

HEY!

SLAM!

ANY **STARS** YOU SEE RIGHT NOW, SOLDIER.... ARE **"ALL-AMERICAN!"**

PUT HIM DOWN, FALCON! WE'VE GOT TO **EXPLORE** THIS PLACE WHILE WE'VE GOT A BREATHER.

LET'S VISIT THAT ROOM WHERE THEY WHEEL IN **MEN** AND WHEEL OUT **MONSTERS.**

NOT MONSTERS, FALCON, BUT CREATURES **DEPRIVED** OF RIGHTS AND REASON!

WHEN CAP AND THE FALCON REACH THEIR **OBJECTIVE...**

SEEMS LIKE THE "DEPRIVING" IS **STILL** GOING ON!

WE'LL PUT A **STOP** TO IT!

WHO ARE THESE **FOOLS** !!??

YOU HEARD ME AT THE DOOR! YOU'RE OUT OF BUSINESS!..... AS OF ***NOW!*** WE HAVE THE AUTHORITY OF THE ***U.S. GOVERNMENT!***

YOUR AMERICA MEANS ***NOTHING*** HERE! WE ARE ***CHANGING*** THINGS! CREATING A ***NEW*** AMERICA!

I'VE HEARD ***THAT*** LINE BEFORE!

WHAT HAVE YOU DONE TO THIS MAN? I WANT HIM ***RELEASED!*** DO YOU HEAR?!

WHAT YOU ASK IS ***IMPOSSIBLE! HE NO LONGER FITS INTO YOUR SOCIETY!***

HE'S RECEIVED A ***FULL*** COURSE OF STIMULATING SHOCKS TO HIS GLANDS. THEY WILL ACTIVATE WITH ***WILD*** EFFECT.

AS YOU CAN SEE, HE'S BEGINNING TO CHANGE .....***RAPIDLY.***

WHEN THE CHANGE IS OVER, HE WILL HAVE A ***WEAK*** MIND AND A ***STRONG*** BACK.....WHICH WILL ENABLE HIM TO LABOR ***LONG*** AND ***HARD*** FOR THE NEW SOCIETY.

WHY, ***YOU*****.....!**

HE WILL ASK FOR ***NOTHING,*** AND DO ***EVERYTHING*** FOR THE RULING ELITE!.....AND, IN TURN, HE WILL RECEIVE CARE, FOOD AND LODGING. THE ***PERFECT*** ARRANGEMENT!

FOR AN ***ANIMAL,*** YOU MEAN! AN ANIMAL WHO MUST CARRY THE BURDEN FOR AN ELITE OF ***PARASITES!***

THERE ARE THOSE WHO HAVE ***ALWAYS*** BEEN BORN TO BE SERVED! WE USED TO CALL THEM THE ***ARISTOCRACY!***

SO YOU'RE GOING TO BRING IT ALL BACK. THE ***MASTERS*** AND.....

DON'T BE DRAMATIC, FALCON! THERE'LL BE NO SLAVES.....MERELY A CLASSIFIED LABOR FORCE WHICH WILL LIVE AND FIGHT FOR THEIR ***BENEVOLENT*** RULERS.

GOLLY! THAT'S WHAT ***PAPA*** SAYS!

WHA...?!! THEY'VE GOT CHICKS HERE, TOO, CAP! IF I BOP THESE CLODS NOW, IT'D BE EMBARR-ASSING.

OH, I WON'T MIND IF YOU BEAT THEM! I BEAT INFERIORS ALMOST EVERY DAY!

YOU DO, EH?

BUT, THEN, I'M ONE OF THE ELITE! I'M CHEER CHADWICK! MY PAPA'S A "BIGGIE" IN THE NEW SOCIETY!

I CAN BEAT YOU TWO IF I LIKE!

IS THAT SO?!

I WOULDN'T ADVISE IT, MISS. WE'D HAVE TO UNDO ALL YOU'VE BEEN TAUGHT.

SUDDENLY, A PLATOON OF SOLDIERS POURS INTO THE LAB.

STAND CLEAR OF THOSE INTRUDERS, MISS CHADWICK!

THEY'RE OUTSIDERS! ENEMIES OF OUR STATE!

YOU CAN'T GIVE ME ANY ORDERS! MY PAPA PAYS YOUR SALARIES... YOU WORK FOR US!

DO AS THEY SAY, MISS. THIS COULD GET STICKY.

"FATAL" IS THE WORD!

PLEASE, MISS CHADWICK.... WE'VE GOT ENOUGH MEN TO CLEAN THIS UP QUICKLY ....IF YOU'D ONLY.....

OH, SHUT UP, STUPID! CAN'T YOU SEE THAT THESE MEN INTRIGUE ME? CAN'T YOU SEE THAT THEY'RE FUN?

THE ELITE DECIDES WHO GETS SHOT IN THIS PLACE-- AND WE DON'T TAKE SASS FROM THE HIRED HELP!

WHAP!

UK!

LIKE **ROYALTY** OF OLD, CHEER CHADWICK HAUGHTILY BRUSHES ASIDE THE MENACING SOLDIERY AND **DEFUSES** THE SITUATION.

GO AND GUARD AN EXIT OR SOMETHING, FELLAS! IT SEEMS WE'RE **GUESTS** OF THE LADY!

STAND ASIDE, DUM-DUM. THIS "LOW-BORN" IS **COMIN' THROUGH!**

LEAVE, I SAID... **LEAVE!**

TRUE TO THEIR ALLEGIANCE TO THE **NEW-ELITE** THE SOLDIERS WITHDRAW. CAP AND THE FALCON THEN **FOLLOW** THE GIRL.....FOR, AT HER SIDE, THEY NOW HAVE THE FREEDOM TO **INSPECT** THE HIDDEN INSTALLATION.

WHO'D HAVE **SUSPECTED** THAT ALL **THIS** WAS GOING ON BENEATH THE WESTERN BADLANDS?

ELEVATOR

A "NEW AMERICA" GROWING **INSIDE** THE OLD. THE BILLS MUST BE **ENORMOUS.**

SO....THERE ARE **MANY** LEVELS IN THIS OPERATION. I ASSUME THAT THE ELITE OCCUPIES THE **TOP** FLOOR.

YOU ASSUME **RIGHT,** MISTER MASK! THE ELITE DEMANDS AND **GETS** THE **BEST** VIEW FROM THE MOUNTAIN!

IT'S A **GREAT** SET-UP... FOR THE **ELITE.**

POPPA SAYS THAT PEOPLE **LIKE** THINGS THIS WAY, EVERYBODY IS HAPPY.... **IN THEIR PLACE.**

POPPA SAYS THIS IS **TRUE** ORDER, AND POPPA **KNOWS,** ALL THESE LEVELS REFLECT OUR SOCIETY... THOSE AT THE BOTTOM...TO THOSE AT THE **TOP.**

TWO

REPAIR AND MAINTENANCE FORCE

WHITE COLLAR FORCE

ONE

MILITARY TACTICAL TROOP

ABOR DRCE

PAPPA KNOWS BEST, EH? IT'S ALL SO **SIMPLE,** ISN'T IT?

IT'S **BEAUTIFUL,** FELLAS. WE'RE GOING TO LEVEL FIVE. THAT'S WHERE MY **SURPRISE** IS.

FINE! THAT'S WHAT WE CAME HERE TO SEE....THE **SURPRISE!**

I **HOPE** IT'S THE RIGHT ONE.

THE **"BIG DADDY" MAD BOMB!** AN ELITE DEVICE WHICH IS DESIGNED FOR **SONIC** INVASION OF THE MIND. IF **"BIG-DADDY"** ACTIVATES THE THING, IT CAN RENDER OUR ENTIRE POPULATION OPEN TO A **"TAKE-OVER"!**

IF "BIG DADDY" IS **HERE,** THIS ARROGANT CHILD MAY **LEAD** US TO IT!

THE ELEVATOR **STOPS** AT LEVEL FIVE--AND AS THE DOOR SLIDES OPEN, IT REVEALS...

SO **THIS** IS YOUR SURPRISE!

IT **ISN'T** "BIG DADDY", BLAST IT! BUT..... I MUST ADMIT THAT IT'S A **"SHOCKER"!**

WELL, WELL, WELL. **THE FACE OF THE FUTURE!** WHO WOULD BELIEVE IT IF THEY **SAW** IT?

THERE! THAT'S WHAT THINGS WILL BE LIKE **WHEN POPPA RULES THE WORLD!**

MEANWHILE, IN THE BARREN WASTELANDS **OUTSIDE** THE HIDDEN CITY, SQUADRONS OF SEARCH PLANES COMB THE AREA FOR ANY SIGN OF CAP AND THE FALCON.

BLUE LEADER TO BLUE DEVILS....WRAP IT UP! **WRAP IT UP!** IT'S A **NEGATIVE** RUN!

COULDN'T SPOT A THING, BLUE LEADER.

YET, THEY **WERE** HERE, CAPTAIN AMERICA AND THE FALCON WERE IN THIS **VERY** AREA ....BEFORE THEY **BROKE OFF** COMMUNICATION.

DISCOURAGED BY THE **FRUITLESS** SEARCH, THE FLIGHT COMMANDER REPORTS HIS FINDINGS.....

.....THAT'S **ALL** WE'VE SEEN, "BASE 1", HORNED TOADS AND SMILIN' GOPHERS. .....**THAT'S** THE STORY.

AT **"BASE 1"...**

YOU **HEARD** HIM, GENERAL. IT'S ANOTHER **BAD** DAY OVER THE BADLANDS.

WELL, I DON'T BUY IT, I TELL YOU. **I DON'T BUY IT!**

IT MAKES **SENSE**, SIR. THEY **MUST** HAVE VANISHED LIKE OUR PREVIOUS AGENTS. THEY WERE **OVERPOWERED,** ABDUCTED AND CARTED OFF WITH THEIR VEHICLE TO SOME **UN-KNOWN** PLACE.

IT MAKES **NO SENSE.**

WHERE ARE THE TRACKS? IT WOULD TAKE A **SIZABLE** FORCE TO OVERPOWER TWO SUPER-HEROES. WHERE ARE THE TRACKS OF SUCH A FORCE? IF THEY LEFT THIS AREA..... THEY'D HAVE LEFT **TRACKS.**

THIS AREA HAS BEEN WIPED **CLEAN** OF TRACKS!

THEY'RE STILL HERE, I TELL YOU! THERE'S AN **ENEMY** COMMANDER AND HIS TROOPS... WATCHING US... WAITING FOR US... **RIGHT HERE!**

THEN, WE'LL **FIND** THEM, SIR. WE'LL USE THE NEW **"HOUND-DOG"!**

IT WAS JUST SENT TO US BY ORDNANCE. IT'S EQUIPPED WITH A SORT OF **"GROUND-SONAR"!** IF ANYTHING'S HIDDEN HERE, "HOUND-DOG" WILL **FLUSH** IT OUT.

THE "HOUND-DOG" IS **QUICKLY** PUT TO WORK. IT RISES ON AIR JETS AND SHOOTS OUT METAL SENSORS, **PROBING** THE GROUND WITH ELECTRONIC IMPULSES, WHICH SEND BACK **"ECHO IMAGES"** OF WHAT LIES BENEATH THE ARID DESERT FLOOR.

GET **STARTED**, PILOT! AND DO A **THOROUGH** JOB.

YES, SIR!

LIKE EVERY MEMBER OF HIS STRIKE FORCE, THE PILOT IS **AWARE** OF THE STAKES INVOLVED--THE RISE AND FALL OF NATIONS OFTEN HINGE ON **ONE** SINGLE MISSION.

BZZZZZZZZZ

THAT'S THE DAMNEDEST, **UGLIEST** CONTRAPTION I'VE **EVER** SEEN! BUT, IF IT CAN FIND THE HIDDEN ENEMY, I'M GONNA **GOLD PLATE** THE THING!!

SHORT OF **DIGGING UP** THESE BADLANDS, IT'S OUR **LAST** HOPE, GENERAL!

OUR **BEST** TECHNICIANS HAVE WORKED THEIR TAILS OFF TO COME UP WITH "HOUND-DOG", THEY SAY IT'S **TEN** TIMES MORE SENSITIVE THAN RADAR.

IF THE ENEMY HAS A **DEFENSE** AGAINST PROBES, IT MAY **NOT** BE ENOUGH TO FOOL "HOUND-DOG"!

AND **THAT'S** WHEN THEY'LL HAVE TO RECKON WITH GENERAL **ARGYLE FIST**!

AT THAT MOMENT, SOMEWHERE **BELOW** THE SURFACE OF THE BADLANDS.

FREEDOM IS A LIE! A LIE!!

LITTLE PEOPLE CAN'T RUN A BIG WORLD!

GET THAT!

THIS LOOKS LIKE A BRAIN-WASHING SESSION!

THE ELITE CAN RUN THE WORLD! THEY CAN TAKE CARE OF US! THEY CAN HELP US!

GUIDE US! TELL US WHAT TO DO! TELL US!

IT'S THE SAME OLD PHONY PACKAGE! THE "**DOUBLE-TALK**" SLOGANS. THE **CORRUPTED** FLAG. THE IRON-JAWED, **LOUD-MOUTHED** LEADER!

WHO IS THIS NEW HITLER? I'VE **NEVER** SEEN **HIM** BEFORE.

OH, HE **ISN'T** REAL. HE'S JUST A **COMPOSITE** FACE, PUT TOGETHER BY A COMPUTER.

WE MUST BEWARE OF THE FREEDOM FREAKS!

IF THIS LEADER DOESN'T EXIST, THEN THE **ELITE** RUNS THE WHOLE SHOW. THEY OFFER THESE FOLLOWERS AN **IMAGE**, WHILE **THEY** WIELD THE POWER!

THE FREEDOM FREAKS CAN DESTROY THE LOVE BETWEEN US. BUT OUR LOVE IS STRONG. OUR LOVE CAN DESTROY THE FREEDOM FREAKS.

WHAT IN BLAZES IS **THAT**?

THE MOB JUST EATS THIS UP! THEY CAN'T WAIT TO SEE THE **LOVE MACHINE!**

AT THAT MOMENT, AN OPENING APPEARS BENEATH THE SCREEN, AND THE "LOVE MACHINE" **RISES** INTO VIEW.

IT'S THE LOVE MACHINE! IT GIVES US **ORDER**. IT GIVES US **SECURITY**. IT GIVES US **HARMONY!**

FREEDOM FREAK

I SHOW YOU MY LOVE!! NOW SHOW ME YOUR GRATITUDE!

KILL THE FREEDOM FREAK!

FREEDOM FREAKS ARE A MENACE!

FREEDOM FREAKS ROCK THE BOAT!!

KILL! KILL!

METAL BARS APPEAR IN THE HANDS OF THE ASSEMBLAGE, AND, AS ANGER FLARES INTO **VIOLENCE**, THE HANGING EFFIGY IS ATTACKED WITH **SAVAGE VEHEMENCE.**

WAK!

BAK!!

EMOTIONS **SUPPRESS** ALL REASON! THE EFFIGY BECOMES A LIVING **ENEMY**, AND IS TORN TO SHREDS IN A MATTER OF MINUTES!! THE MOB IS **HAPPY** WITH ITS WORK.

THE RIOTERS SHOUT TO THE IMAGE ON THE SCREEN. IT IS AS **REAL** TO THEM AS THE EFFIGY THEY'VE **SACRIFICED** TO THE NEW SOCIETY.

YOUR ENEMY IS **OUR** ENEMY! WHEN **YOUR** ENEMY DIES.... **OUR** ENEMY DIES!

THIS IS WONDERFUL! THIS IS GLORIOUS! IN THE NAME OF THE ELITE, I DECLARE THIS A DAY OF JOY!

NO ONE SHALL LABOR ON THIS DAY! ALL PERSONNEL ARE INVITED TO THE ARENA!! THE TEAMS ARE READY TO ENTERTAIN YOU.

BLESS YOU, CHIEF!

BLESS THE ELITE!

OUR LOVE IS STRONG!

*MEANWHILE... **WATCHING** THE DISPLAY....*

WE'VE SEEN **ENOUGH** OF THIS. WE'RE **NOT** IMPRESSED.

OH, **REALLY**? WHAT **WOULD** IMPRESS YOU?

TELL HER, CAP!

WE WANT TO KNOW IF THE KINGSIZE "**MAD-BOMB**" IS STORED HERE! IT CAN SEND OUT WAVES OF **MADNESS** THAT COULD **WRECK** THE UNITED STATES!

IF IT'S ACTIVATED, **MILLIONS** OF PEOPLE MAY BE-COME **MENTALLY DISABLED**!

...SO?

WHY SHOULD THAT CONCERN **ME**? POPPA SAYS THE ELITE MUST THINK OF ITS **OWN** WELFARE! ALL OTHERS ARE JUST **RABBLE**!

WE **CAN'T** BELIEVE THAT YOU'RE AS SELFISH AND **RUTHLESS** AS YOUR POPPA. AFTER ALL, YOU DID COME TO OUR **AID**, DIDN'T YOU?

SUDDENLY, A LARGE AND PONDEROUS SHADOW FALLS UPON THE TRIO, CAP AND THE FALCON ARE GIVEN NO TIME TO AVOID WHAT FOLLOWS!!

SO THESE ARE THE NEW ROOKIES!!

WUMP!

BAM!

DON'T DAMAGE THEM! YOU'LL RUIN THEIR VALUE!

WAM!

GET UP, ROOKIE! LET'S SEE WHAT YOU'RE MADE OF!

GREAT DAY! ANOTHER MONSTER! AND THIS ONE IS AN AGRESSIVE FEMALE!

WHERE WOMEN ARE CONCERNED, I'D RATHER TALK THINGS OUT. WILL YOU LISTEN?

HE'S ON HIS FEET AND FULL OF FIGHT! THIS ONE HAS SPUNK!

BEFORE CAP CAN **MOVE**, HOWEVER, HIS GIANT ADVERSARY THRUSTS FORWARD A GLOVED HAND.... EXPOSING A SERIES OF **MIRRORS** IN ITS PALM.

SURPRISE IS THE NAME OF **THIS** GAME, DUDE!

I GOT NO TIME FOR *TALKIN'*.

A THOUSAND **FLASH BULBS** SEEM TO GO OFF BEFORE CAP'S EYES.... HIS VISION IS **INSTANTLY** IMPAIRED!

UGH.... **CAN'T** SEE...!

AND AN **INSTANT** LATER, CAP IS STRUCK **HARD** BY A **FIFTY POUND** METAL GLOVE!! HE GOES DOWN BEFORE THIS **TERRIBLE** FORCE.

KPASH!

ANOTHER **CHALLENGER** EH?

I'M AS TRICKY AS **YOU** ARE, SISTER!

THEN... THE FALCON SWOOPS QUICKLY TO **IMMOBILIZE** THIS POWERFUL OPPONENT!

YOU WON'T TAG ME **THAT** EASILY!

POW!

THE FALCON **CIRCLES** THE HUGE WOMAN, TRYING TO UPSET HER TIMING...THEN...

WHY DON'T YOU GO BACK TO YOUR LOCKER ROOM AND FIND A **FRIENDLIER** WAY OF DEALING WITH MEN?

YOU **AFRAID** OF COMPETITIVE SPORTS?

YOU'RE **NOT** A COMPETITOR, YOU'RE SOME KIND OF **BARBARIC CAT!** YOU SHOULD BE **CAGED!**

ARE **YOU** UP TO DOING THE JOB?

UNABLE TO FACE HER TAUNTS, THE FALCON **SWIFTLY** CLOSES IN!!

SINCE YOU ASKED FOR IT, **I CAN DO THE JOB!**

THEN DO IT!

COOL EYES WATCH THE FALCON SWIFTLY CLOSE IN, TWO BEEFY ARMS **SNAP** TO THE FEMALE'S HELMET AND BRING IT **DOWN** UPON THE FALCON'S HEAD!

YOU **AMATEUR!** I **TOLD** YOU DUM-DUMS THE NAME OF THE GAME!

KRAK!

THE TEAM **CAN'T** USE THESE TWO, MISS CHADWICK!! THEY **WOULDN'T** UNDERSTAND A SPORT IN WHICH FAIR PLAY IS **OUTLAWED!**

HMMPH!

THEY'RE **NOT** KILLERS, MISS CHADWICK, THEY'LL **NEVER** MAKE THE TEAM....MUCH LESS SURVIVE THE **ARENA.** YOU'VE BROUGHT ME THE **WRONG** MEN.

NO! I'VE SEEN THEM FIGHT THE **SOLDIERS.** THESE MEN ARE **GOOD!**

BUT, YOU ***DON'T*** UNDERSTAND, MISS CHADWICK. THEY ***WOULDN'T*** LAST A SECOND! TO SEND THEM INTO ACTION WOULD BE A ***WASTE*** OF TIME AND PEOPLE.

WE'VE ***GOT*** TIME AND PEOPLE TO WASTE! THAT, ***TOO***, IS THE NAME OF THE GAME..... ISN'T IT, ***TINKER-BELLE***?

I ***NEVER*** DISOBEY THE ELITE! THESE CHARMERS WILL BE ***READY*** FOR THE GAME AT STARTING TIME!

THAT WOULD BE JUST FINE! I'M ***CERTAIN*** THAT THEY'LL PUT ON A GOOD SHOW!

YEAH. FOR ABOUT A SECOND, OR, MAYBE, ***TWO***. THAT'S ALL THE TIME THEY'LL HAVE..... BEFORE THEY'RE ***ZAPPED!***

TAKE THEM AWAY. I'VE GOT TO CALL MY ***POPPA.***

*WHEN CHEER CHADWICK **CONTACTS** HER FATHER.....*

YES, POPPA, I HEARD THEM CLEARLY. THESE TWO MASKED MEN ASKED ME ABOUT THE ***"MAD-BOMB"!***

IT DOESN'T MATTER. THESE AGENTS WILL SOON BE...***DEAD.***

HOWEVER, THE GREAT ***"MADBOMB"*** HAS BEEN ***INSTALLED*** IN ITS DESIGNATED PLACE....WAITING FOR THE COUNTRY'S ***BICENTENNIAL*** HOUR OF CELEBRATION.

AND WHEN THAT HOUR COMES--

--THE "MADBOMB" WILL BE ACTIVATED! FREEDOM IN AMERICA WILL VANISH FOREVER! OUR ELITE WILL TAKE ITS RIGHTFUL PLACE AS THE ***RULING POWER*** IN THIS NATION.....FOR ***ALL*** TIME!

HOW GRIM CAN THINGS GET FOR WORLD PEACE AND HARMONY????

DON'T MISS THE NEXT ISSUE....IT'S YOUR TICKET TO THE....

KILL DERBY!

CAPT. AMERICA

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CAPTAIN AMERICA™ AND THE FALCON™

THE RULES:
ANYTHING GOES!
THE STAKES:
CAP'S CAPTURED SHIELD!
The GAME:
KILL-DERBY!

1941! The world at *war!* And in a secret laboratory, frail *Steve Rogers* became the American *super-soldier!* For four thrilling years, he fought the Axis powers—until a freak stroke of fate threw him into *suspended animation.* He woke in the mid-1960s, a man *twenty years out of his time.* Since that fateful day, Steve Rogers has sought his *destiny* in this brave new world.

Stan Lee PRESENTS: CAPTAIN AMERICA AND THE FALCON™

A NEW SOCIETY--HIDDEN LIKE A DAGGER AND SHARPENED FOR A DEATH BLOW AT THE HEART OF THE UNITED STATES, GROWS AND THRIVES BENEATH THE WESTERN BADLANDS... HIDEOUS IN FACT AS WELL AS CONCEPT, THE NEW SOCIETY IS A PLACE OF CRUELTY AND CULTISM...

NOW READ--

KIL-DERBY

STOP HIM! STOP HIM!

WHO ENTERED THIS MADMAN IN THE *DERBY*? HE WON'T OBEY THE RULES!

POW!

JV160

EDITOR, WRITER, ARTIST	INKED AND LETTERED BY	COLORED BY	CONSULTING EDITOR
JACK KIRBY	D. BRUCE BERRY	JANICE COHEN	MARV WOLFMAN

THE HARSH RULES OF THE NEW SOCIETY EXTEND EVEN TO ITS GAMES. LIFE AND LIMB ARE EXPENDABLE! ONLY WINNING COUNTS! TO THOSE WHO WATCH, ONLY THE **THRILL** IS IMPORTANT. TO THOSE WHO PARTICIPATE, IT IS THE **PRIZE** WHICH IS VALUED... BUT, NOW, THERE IS ONE WHO WANTS NEITHER TO WATCH NOR TO PLAY.

ONE OF THE **ELITE** HAS ORDERED HIM TO BE PLACED ON ONE OF OUR COMPETING **TEAMS**!!

BUT HE WANTS TO BATTLE IT OUT **BEFORE** THE DERBY STARTS!

LET ME GO! I WANT NO PART OF YOUR MURDEROUS GAME!

FOOL! THERE'S A **POT OF GOLD** WAITING FOR WHOEVER LIVES TO **REACH** IT!

WAH!

WE'D BETTER COLLAR HIM BEFORE HE **WRECKS** THIS PLACE! **HOLD HIM!!**

HE'S GOT THE STRENGTH OF A *WILD TIGER!* *WE CAN'T KEEP HIM DOWN!*

THIS'LL TAKE THE FIGHT OUT OF HIM! GIVE ME ***ONE*** CLEAR SHOT AT THIS RECRUIT!

*A GAS TANK IS THRUST DIRECTLY AT **CAPTAIN AMERICA!!** IN THE NEXT INSTANT, A STAB OF **POTENT** SPRAY ENGULFS HIS FACE IN A NOXIOUS CLOUD!*

SSSSFFT!

UGH!!

THE GAS DID THE TRICK! OUR PUGNACIOUS PAL HAS GONE ***LIMP*** AS A RAG! WE CAN ***HANDLE*** HIM NOW!

THE DERBY WILL HAVE TO BE RUN ***WITHOUT*** HIM!

HE ***WON'T*** NEED THIS SHIELD! *AND* I CAN ***USE*** IT IN THE ARENA!

LOCK HIM IN THE BRIG UNTIL THE DERBY'S ***OVER!***

*AS CAP IS HAULED OFF TO **DETENTION**...*

THIS SHIELD FEELS ***INDESTRUCTIBLE*** I DOUBT IF A HOWITZER CAN PUT A DENT IN IT! THIS JUST *MAY* GIVE ME THE ***EDGE*** I NEED TO! ***WIN*** THAT POT OF GOLD.

TEAMS ALERT! THE DERBY BEGINS IN FIVE MINUTES!

*MEANWHILE, CAP IS HURLED ROUGHLY INTO A SMALL CELL, IT ALREADY HOLDS **ANOTHER** OCCUPANT WHO HAS SUFFERED THE **SAME** TREATMENT AFFORDED TO ALL DISSIDENTS.*

HE'LL BEHAVE, ONCE HE ***COOLS OFF*** IN HERE!

THE *MINUTES* TICK BY IN SILENCE...THEN, MOVEMENT SLOWLY RETURNS.

UGGHHH....MY HEAD FEELS LIKE IT WAS JAMMED FULL OF COTTON BALLS! NO....! IT WAS GAS! I WAS ***GASSED!***

FALCON.... ***FALCON*** .... IS....THAT....YOU?

CAP!...TRY SITTING UP! ...THAT'S IT... EASY... EASY.

FINE JOB ***WE'VE***... DONE HERE..... PUSHED AROUND BY A MOB OF ***FREAKY*** TRAITORS!

WE'RE ***STILL*** ALIVE. THAT'S THE ***IMPORTANT*** THING. WE'VE GOT A ***CHANCE*** TO UNCOVER WHAT WE CAME HERE TO FIND!

THE ***MADBOMB!*** THE ***SONIC MADBOMB!!***

YOU REMEMBER WHAT A ***SMALL*** ONE DID IN NEW YORK. IT DROVE THE PEOPLE ***MAD*** UNTIL THEY WRECKED THEIR OWN DISTRICT.

THE MADBOMB WE'RE HUNTING ***NOW*** IS THE SIZE OF AN ***"ICBM"!***

IF IT GOES OFF ON THE DAY OF THIS COUNTRY'S ***BICENTENNIAL***, AS WE SUSPECT, IT'LL DESTROY THE ***UNITED STATES!***

AND THEN THIS ***EVIL*** BUNCH WILL JUST WALK IN AND ***TAKE OVER!***

CAP! YOUR LEFT HAND! IT'S FREE! ***YOUR SHIELD IS GONE!!***

THEY'VE TAKEN YOUR SHIELD!

GREAT DAY IN THE MORNING! YOU'RE ***RIGHT!***

ONE OF THOSE ***KILL CRAZY*** KOOKS MUST BE USING IT IN THE ***DERBY!***

*THE LOSS OF HIS SHIELD IS A **TERRIBLE** BLOW TO CAP! HE **ROARS** IN ANGER!!*

THAT SHIELD MUST ***NOT*** BECOME PART OF A DEGRADING SPECTACLE!

THIS MURDER SPORT WILL MAKE IT A SYMBOL OF ***SHAME!***

AT THAT MOMENT, THE **ROAR** OF THE NEW SOCIETY EXPLODES IN THE ARENA. LIKE THE **BLOODTHIRSTY** CROWDS OF ANCIENT ROME, THESE FOLLOWERS OF THE NEW CREED HAVE LAID ASIDE THEIR TASKS FOR THE KIND OF ENTERTAINMENT WHICH FLOWERS WHEN DICTATORSHIP RULES... **DEADLY COMBAT!!**

START THE DERBY! BRING OUT THE TEAMS!!

GOLD FOR THE WINNERS! DEATH FOR THE LOSERS!!

LET'S SEE THE BUMS DIE! SHOW US SOME ACTION!!

HERE THEY COME! HERE THEY COME!

THE **SMART MONEY** SAYS THE "BLUES" WILL BEAT THE "REDS"!

THE TEAMS EMERGE ON THEIR ELECTRIC-POWERED **SKATE-BOARDS**. BENEATH ARMORED SUITS ARE MEN AND WOMEN..... EAGER AND DETERMINED TO **KILL** FOR A POT OF GOLD.

THE MOB IS **REALLY** WILD TONIGHT!

START ROLLING! THEY'RE YELLING FOR **BLOOD!**

THE CONTESTANTS ARE **HALTED** WHEN THEY REACH THE SECTION RESERVED FOR THE **"ELITE"** .....THE RULING POWERS OF THIS HIDDEN KINGDOM.

I DEMAND A DELAY! TWO PLAYERS I'VE SPONSORED ARE **MISSING** FROM THESE TEAMS!

THEY'RE TROUBLE-MAKERS! THEY REFUSE TO COMPETE!

EXPLAIN YOURSELVES! THIS YOUNG LADY REPRESENTS YOUR **BETTERS!**

ELITE SEATS

I'M **CHEER CHADWICK!** MY FATHER'S ONE OF THE **BIG** WHEELS WHO CONTROL THIS MOVEMENT. AND, IF MY PLAYERS AREN'T PRODUCED AT ONCE, THIS DERBY **WON'T** PROCEED!

HEAR THAT, MISTER? THE CROWD **WON'T** FEEL KINDLY ABOUT THAT!

I'LL CONTACT MY TEAM CAPTAIN. SHE'S **CHECKING** ON THOSE TWO RIGHT NOW.

THE PLAYER SWITCHES ON HIS **WRIST TRANSMITTER** AND...

TINKERBELLE! THIS IS NUMBER TWO! THEY'RE **CANCELLING** THE DERBY... UNLESS YOU CAN GET THOSE TWO DUM-DUMS TO PLAY!

THE MESSAGE REACHES THE **CELL BLOCK.**

DON'T GET UP-TIGHT, NUMBER TWO. I'LL WORK IT OUT!

LOOK HERE, MISS! ***YOU'VE GOT TO RELEASE US !!*** WE MUST GET OUT ***BEFORE*** THAT DERBY BEGINS!

TALK TO CHEER CHADWICK! I'M ***SURE*** SHE'LL HELP! SOME ***FOOL*** OUT THERE INTENDS TO USE MY SHIELD IN THE DERBY!

IF YOU WANT THAT SHIELD SO BADLY, YOU'LL HAVE TO ***FIGHT*** FOR IT!!

MISS CHADWICK HAS SPONSORED YOU TWO IN THE DERBY! WHY NOT ***PLEASE*** HER AND GET YOUR SHIELD BACK AT THE ***SAME*** TIME.

WHY ***NOT***, CAP? IT'S A WAY ***OUT*** OF THIS BLASTED CELL!

IF THOSE IDIOTS WANT TO DIE FOR A POT OF GOLD, THAT'S ***THEIR*** AFFAIR, WE'LL GO AFTER YOUR ***SHIELD***.... AND GET IT BACK WITH ***HONOR***.

DO YOU THINK WE CAN, FALCON? DO YOU THINK WE ***CAN***?

YES! BECAUSE OUR ***STANDARDS*** ARE HIGH, BECAUSE WE'RE FAIR AND ABLE IN BATTLE!

YOU CAN CERTAINLY MAKE A ***BLEAK*** SITUATION LOOK ***BRIGHTER***, THANKS, FALCON.

THEN...

WE'LL DO AS YOU SAY. WE'RE READY TO ***JOIN*** YOUR ***SLEAZY*** MAYHEM CIRCUS!

SURE, ***"MISTER PURE!"*** I'LL FILL YOU IN ON THE RULES WHILE YOU DRAW YOUR SKATE-BOARDS.

LET'S GO!

AS THE NEW SOCIETY **PURSUES** ITS BRUTAL PLEASURES BENEATH THE BADLANDS, THE ARID, SUN-SCARRED SURFACE IS SCOURED FOR SIGNS OF ACTIVITY...SIGNS THAT REMAIN **UNDETECTED.**

"HOUND-DOG" TO BASE. I AM NOW PROBING AREA "B-THREE".

"HOUND-DOG" IS A HOVER-CRAFT WITH A NEWLY DEVELOPED "GROUND-SONAR" SYSTEM WHICH **PENETRATES** THE ROCKY FLOOR WITH SOUND AND **RECEIVES** A PICTURE, FORMED BY RETURNING ECHOES.

BZZNNG!

BZZZNNG!

NOTHING, YET, BASE! PROBE IS OPERATING AT **MAXIMUM.**

I'M RECEIVING LINES INDICATING **NORMAL** ROCK STRATA. IF THERE ARE SIGNS OF **ANY** MAN-MADE STRUCTURES BELOW THIS GROUND, THEY'RE **NOT** SHOWING UP ON THIS SCREEN.

MEANWHILE, AT AN **ARMY ENCAMPMENT** A FEW MILES TO THE REAR....

ALL REPORTS **STILL** NEGATIVE, GENERAL. SHALL I **RECALL** "HOUND-DOG"?

KEEP HIS NOSE TO THE ROCKS!

WITH ALL DUE RESPECT, SIR, "HOUND-DOG'S" BEEN OUT THERE FOR **HOURS.** HE CAN USE A REST AND SOME CHOW. IN MY OPINION, HE'S SIMPLY LOOKING FOR SOMETHING THAT **ISN'T** THERE.

YOUR RESPECT AND OPINION ARE SMALL COMFORT IN THIS GAME OF **"CAT AND RAT!"**... CAPTAIN!

I'VE PLAYED IT IN GERMANY, KOREA AND VIET NAM... AND, NOW, IN THIS EMPTY, HOT-ROCK CORNER OF THE STATES, I'M PLAYING IT **AGAIN**... UNTIL IT **PAYS OFF!** WHEN GENERAL **ARGYLE FIST** SMELLS A RAT... **HE FINDS THE RAT!!**

"HOUND-DOG" TO BASE! I'VE GOT A BOGIE! I-IT'S BIG! IT'S BIG!

AT THAT VERY MOMENT, THE "RATS" ARE AT **PLAY** ...AND, INCLUDED IN THEIR ENTERTAINMENT ARE TWO RELUCTANT PLAYERS.

ON WITH THE DERBY. I'VE BROUGHT OUR **MISSING** TEAM-MATES!

THEY LOOK LIKE **"NERVOUS NELLIES"** TO ME! LET 'EM FEND FOR THEMSELVES!

DON'T WORRY ABOUT US, MISTER! WE CAN **HANDLE** WHAT'S THROWN AT US!

SURE, FELLA! I'VE HEARD THOSE FAMOUS **LAST** WORDS **BEFORE!**

I DON'T SEE **ANY** SIGN OF THE MAN WITH YOUR SHIELD, CAP.

HE'S PROBABLY ON THE **OPPOSING** TEAM! WE'LL TANGLE WITH THEM **SOON** ENOUGH!

MEANWHILE, CONCENTRATE ON YOUR SKATEBOARD. ITS SPEED CAN BE **REGULATED** BY PRESSING THESE SQUARES WITH YOUR **TOE.**

THE TEAM **ASSEMBLES** BEFORE THE "ELITE" SECTION, WHERE CAP AND THE FALCON ARE GREETED BY THEIR SPONSOR, CHEER CHADWICK.

SO...YOU TWO HAVE **OVERCOME** YOUR SCRUPLES, EH? I LOOK FORWARD TO WATCHING YOU IN **ACTION.**

WE'RE **NOT** CONCERNED WITH **AMUSING** YOUR NEW SOCIETY.

WE JUST PLAN TO SURVIVE AND **CUT OUT!**

YOU'LL **CHANGE** YOUR ATTITUDE ABOUT THE NEW SOCIETY WHEN THAT **POT OF GOLD** IS WITHIN YOUR GRASP!

HUMAN **GREED** IS THE **KEYSTONE** OF OUR SUCCESS!

SUDDENLY, A BUZZER SOUNDS! THE ARENA EXPLODES WITH A ROAR AS THE TEAMS SURGE FORWARD.

GO AND GET 'EM! WATCH OUT FOR SURPRISES!

SOMEWHERE BEHIND EACH TEAM STANDS A POT OF GOLD. ONE TEAM MUST BREAK THROUGH THE RANKS OF THE OTHER TO SEIZE THIS RICH PRIZE.

WATCH THEIR FRONT, MAN!

HERE THEY COME! BRACE YOURSELVES FOR THE ATTACK!

RANKS CLOSE AS THE TEAMS ENGAGE! THE LEAD MAN OF THE OPPOSING TEAM CROUCHES LOW... AND REVEALS THE TANK ON HIS BACK!

HE'S GOT A FLAME THROWER!

TINKERBELLE'S HAND LASHES OUT! THE ARMORED FINGER-TIPS SEPARATE FROM THE GLOVE AND BLAST TOWARD THE ENEMY LIKE MISSILES!

WUFF!

SHE'S TRYING TO HIT HIS GAS TANK BEFORE HE CAN FIRE HIS WEAPON!

BLAAMM!!!

YOU GOT HIM, TINKERBELLE!

FLAMING CHEMICAL FLIES IN ALL DIRECTIONS, A FIERY TRAIL MARKING THE PROGRESS OF THE RACER, WHO CAREENS INTO THE *SCATTERING* MEMBERS OF HIS OPPOSITION.

LOOK OUT! HE'S BECOME A *BLAZING* FIREBALL!

THIS FLAME WILL HURT *YOU* MORE THAN IT WILL ME!

HE'S WEARING A FIRE AND *HEAT-PROOF* SUIT! AND IS USING IT AS A WEAPON *AGAINST* US!

HAHAHA! DON'T YOU LIKE MY COMPANY? *HAHAHA!!*

ELUDED BY CAPTAIN AMERICA, THE FLAMING RACER PLUNGES ONWARD TO *CONFRONT* THE FALCON!!

I *CAN'T* ESCAPE HIM!

YOU MAKE THE *PERFECT* TARGET, MY FINE FEATHERED FRIEND! I'LL *FRY* YOU TO A FINE CRISP!

THEN, YOU'VE GOT A *SURPRISE* COMING TO *YOU*, FRIEND!

NO SOONER DO THE FLAMES *REACH* THE FALCON, WHEN HE SUDDENLY TAKES TO THE AIR AND FLIES OUT OF HARM'S WAY.

WE'LL MEET AGAIN WHEN YOUR FIRE IS *OUT*, DIM-WIT!

WHA...?!

I'M TAKING THE OFFENSIVE, CAP! PERHAPS AN *AIR ATTACK* WILL FLUSH OUT THE MAN WHO HAS YOUR *SHIELD!*

BE *CAREFUL*, FALCON! THEY SEEM PREPARED FOR *ANYTHING!*

AS THE FALCON SWOOPS **DOWN** UPON THE ON-COMING CONTENDERS...

DON'T LUMP THE GUN, YOU **FOOL!** WAIT FOR MY **ORDERS!**

THEY'VE GOT A MAVERICK ON THEIR SIDE! **TAKE CARE OF HIM!!**

HIS FLYING GIMMICK WILL GET HIM **NOWHERE!**

NAIL HIM WITH THE **CABLE-SNARE** RIFLE!

TZOF!

THE CABLE-SNARE DOES ITS JOB! THE NOISE OF THE CROWD IS **DEAFENING** AS THE FALCON IS TRAPPED IN MID-FLIGHT!

I **WARNED** THAT RECRUIT! NOW HE'S ON HIS OWN! **KEEP GOING, TEAM!**

THIS IS OUR **BIG** TRY FOR THE POT OF GOLD!

STEER **CLEAR** OF THAT GROUNDED BIRD, OR YOU'LL **TRIP** OVER HIM!

THAT BIRD IS MY **PERSONAL** BUSINESS! I'VE GOT TO **HELP** HIM!

SENTIMENT WILL **KILL** YOU IN THIS PLACE, CHUM... AND YOU'RE AS GOOD AS **DEAD.**

DON'T WASTE **PRECIOUS** TIME ON ME, CAP. I'LL BREAK OUT OF THIS AND CATCH UP WITH YOU. **GO AFTER YOUR SHIELD!**

OKAY, PAL! THERE'S **FIGHTING** UP AHEAD! THE **THIEF** MAY BE IN THE THICK OF IT!

BAM! WAK! SOK! POW! UGHH!

IT LOOKS LIKE THE **GOLD RUSH** IS IN FULL SWING! OUR SIDE IS THIRSTING FOR IT, AND THE OTHER IS KILLING TO STOP THEM!

CAP **HURLS** HIMSELF INTO THE MELEE! HIS FISTS CLEAR A PATH IN THIS CLUSTER OF **SAVAGE** MOVEMENT!

WHERE IS HE, BLAST HIM?! **WHERE** IS THAT SHIELD ROBBER?

AAAAA!!!

GET OUT OF MY WAY! YOU'RE BLOCKING MY VISION!

KRAK!

NEITHER TEAM IS PREPARED FOR THE **RELENTLESS** HAMMERING THAT POUNDS THEM WITHOUT MERCY!!

LET ME THROUGH! DO YOU HEAR ME?! **LET ME THROUGH!!**

POW

BAM!

WHAM!

STOP THAT MAYHEM MACHINE! HE'S **SPLITTING** OUR RANKS!

AS THE **OPPOSITION** MELTS AWAY BEFORE CAP'S FIERCE ASSAULT, AN ARMORED FIGURE BARRELS TOWARD HIM LIKE A MISSILE!

SMASH!

WE'LL GIVE HIM A TARGET TO AIM FOR! OUR "**STAND-IN**"!

I DON'T **KNOW** WHAT A "STAND-IN" IS, FELLA! AND I **DON'T** CARE, EITHER! **CLEAR OUT**!!

BAM!

THE SHOCK OF CAP'S BLOW **IGNITES** THE "STAND-IN"....WHICH IS AN **EXPLOSIVE** MAN-MANNEQUIN PRIMED AS A DEADLY SURPRISE!

WAHAAWWM!!!

MEANWHILE, ON THE BARREN WASTELANDS **OUTSIDE**, THE FORCES OF GENERAL ARGYLE FIST ARE ON THE MOVE.

THIS IS THE SPOT! SET 'ER **DOWN**!

"HOUND-DOG" IS NOWHERE IN SIGHT, GENERAL! HE'S **VANISHED**!

HIS **HOVER-JET** SHOULD HAVE LEFT SOME TRACE OF HIS PASSING!

SPREAD OUT! I WANT SEARCH PARTIES COVERING EVERY INCH OF THIS SECTOR!

TURN OVER **EVERY** ROCK ....AND I MEAN THE **SMALL** ONES, TOO!

YES, SIR!

I WANT OUR ***ENTIRE*** STRIKE FORCE MOVED TO ***THIS*** SECTOR! I BELIEVE THAT "HOUND-DOG" FOUND THE ENEMY ...AND HE'S ***HERE!***

WE'VE GOT A ***PROBLEM,*** SIR. THE ELEMENT OF SURPRISE IS ***STILL*** WITH THE HIDDEN OPPOSITION!

SUDDENLY, A ***SHOUT*** OF DISCOVERY RICOCHETS AMONG THE SUN-DRIED HILLS!

I'VE FOUND HIM! I'VE FOUND "HOUND-DOG"!

HE'S BEEN DUMPED BEHIND THESE ROCKS!

THE PILOT'S ***MISSING,*** AND THE MACHINE'S BEEN ***DAMAGED!*** THERE MUST'VE BEEN A ***SCRAP*** WHEN THE ENEMY STRUCK!

IS THE "***GROUND-SONAR***" EQUIPMENT ***STILL*** OPERABLE?

I'M CHECKING IT OUT, SIR.

THERE'S A ***CHANCE*** THAT I CAN ***ACTIVATE*** IT, GENERAL. I'LL NEED A LITTLE TIME TO RUN A FEW TESTS...

YOU'VE GOT IT, MISTER! I'LL MAKE YOU A ***COLONEL*** IF IT CAN GIVE ME AN ***ACCURATE*** PROBE OF THESE ROCKS!

*THE MINUTES ROLL BY **SLOWLY** AS TENSION **GRIPS** THE ONLOOKERS.*

IF THIS WORKS OUT, SIR, PERHAPS WE'LL ***FINALLY*** UNCOVER THE WHEREABOUTS OF ALL THOSE WHO'VE ***DISAPPEARED*** WHILE TRACKING THE INVISIBLE ENEMY!

THEY SWALLOWED OUR ***BEST!*** AND THAT INCLUDES CAPTAIN AMERICA AND THE FALCON! I HOPE THEY'RE ***STILL*** ALIVE!!

*"BARELY ALIVE" IS **CLOSER** TO THE TRUTH... FOR, IN THE HIDDEN ARENA, THE FIGHTING CONTINUES AS CAP **MIRACULOUSLY** SURVIVES THE EXPLOSION WHICH FELLED HIM, IT IS A **ROARING** IN HIS EARS THAT HELPS TO STIR HIS SENSES.*

RRRRRRRRRRR!

CAP MANAGES TO **RISE** TO HIS FEET AS A PROPELLOR-DRIVEN MACHINE IS MANEUVERED TOWARD THE BATTLE LINE!

YEOW! LOOK OUT!

RRRRRRRRRR

TEAM RETREAT! THEY'RE AIMING TO **CHOP** US UP!

I-I **CAN'T** DODGE IT! THERE'S **NO** ROOM TO MOVE ABOUT!

RRRRRRRR!

WHEN THE WHIRLING BLADES LOOM **TERRI-FYINGLY** CLOSE, A **STEEL** BAR LANCES DOWN FROM ABOVE AND **SHATTERS** THE PROPELLERS.

BLAM!

THE **FALCON** APPEARS LIKE AN AVENGING ANGEL! HE MOWS DOWN THE **OPPOSING** FORCE WITH A BORROWED WEAPON.

THESE DUDES CAN **DELAY** ME, BUT THEY **CAN'T STOP ME!** YOU'VE GOT **ANOTHER** CHANCE TO FIND YOUR SHIELD. GO TO IT, CAP!

YOU SAVED MY LIFE, FALCON! I SHOULD HAVE KNOWN YOU'D SHOW UP WHEN I **NEEDED** YOU!

SEEMS LIKE THERE'S **NO** END TO THIS NUTTY GAME! WHAT'S MORE, WE'RE TANGLING WITH THE **WRONG** DUDES!

YOU CAN **FORGET** THAT. I BELIEVE OUR LUCK'S TAKEN A TURN FOR THE **BETTER!**

THERE ARE SOME MEN TO WHOM LIFE IS MEASURED BY **OTHER** STANDARDS THAN GOLD. TO CAPTAIN AMERICA, IT IS THE **SIGHT** OF HIS SHIELD THAT QUICKENS THE BEAT OF HIS HEART!

I'M **WAITIN'**, MISTER! MAKE YOUR **MOVE**!

LET'S **NOT** PLAY ANY MORE GAMES WITH THESE CRETINS! WHY DON'T WE BOTH JUST **CLOBBER** HIM AND **TAKE** THE THING?

NO. WE'VE HAD **ENOUGH** OF THAT! HE'LL LISTEN TO REASON WHEN HE LEARNS WE'RE **NOT** COMPETING FOR THE GOLD!

THAT'S MY DEAL, MISTER. THERE'S NOTHING I WANT FROM YOU, EXCEPT MY **SHIELD**.

IF YOU'LL JUST HAND IT OVER, WE CAN GO OUR SEPARATE WAYS **WITHOUT** VIOLENCE.

YOU'RE WEARING YOUR HEAD **WRONG**, CHUM. WHAT I'VE GOT, I **KEEP**!

SOMEHOW, THE NAZI GHOST NEVER SEEMS TO DIE WITHIN MAN. IT MARCHES WITH INSANE PRIDE... **RESPECTING NOTHING**... **TAKING EVERYTHING** AND **IGNORING THE PAIN OF OTHERS**. CAP SIGHS IN RESIGNATION. HE WILL HAVE TO **FIGHT** FOR HIS SHIELD.

HAHA! HERE'S A SAMPLE OF WHAT YOU'RE IN FOR!

THEN CAP CHARGES!!

KRAK!

THERE'S **NO** WAY YOU CAN SURPRISE ME, ANYMORE, CHUM!

BRACE YOURSELF FOR ACTION!!

ACTION COMES-- BUT IN A TOTALLY UNEXPECTED WAY!!

NEXT ISSUE—READ...

THE ROCKS ARE BURNING!

DON'T MISS IT!!

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CAPTAIN AMERICA AND THE FALCON™

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THIS WAY FOR ACTION!

I'VE FOUND AN ARMY OF UNDERGROUND KILLERS!

--AND I'VE GOT TO STOP THEM ALONE!

1941! The world at *war!* And in a secret laboratory, frail *Steve Rogers* became the American *super-soldier!* For four thrilling years, he fought the Axis powers—until a freak stroke of fate threw him into *suspended animation.* He woke in the mid-1960s, a man *twenty years out of his time.* Since that fateful day, Steve Rogers has sought his *destiny* in this brave new world.

Stan Lee PRESENTS: CAPTAIN AMERICA AND THE FALCON™

TWO BELLS TOLL FOR THE COMING AMERICAN BICENTENNIAL. THE LIBERTY BELL AND ANOTHER-- A DARK, SWAYING PHANTOM WHICH SOUNDS THE KNELL OF DEATH FOR FREEDOM AND A NEW BEGINNING FOR AN EVIL THAT WILL NOT DIE. BENEATH THE WESTERN WASTELANDS OF AMERICA, A NEW SOCIETY WORKS AND THRIVES FOR THE DAY IT CAN SWARM ACROSS OUR LAND... AND WHEN IT PLAYS ITS DEADLY GAMES THE CHEAPEST ITEM ON THE SCORE CARD IS HUMAN LIFE...

THE ROCKS ARE BURNING!

ANYTHING GOES IN THE "KILL-DERBY," MISTER! IF YOU WANT YOUR SHIELD-- COME AND GET IT!!!

I'VE TRIED TO STAY OUT OF YOUR FOUL GAME! I'VE TRIED TO REASON WITH YOU FOR THE RETURN OF MY SHIELD... NOW--!!

STAY COOL, CAP! REMEMBER HOW THESE TRAITORS PLAY THIS SPORT... THEY'VE GOT SOME MEAN SURPRISES!

WRITTEN, DRAWN, & EDITED BY JACK KIRBY / INKED BY FRANK GIACOIA / J. COSTANZA, LETTERER / P. RACHE, COLORIST / EXEC. EDITOR MARV WOLFMAN

CAP IS WELL AWARE OF THE DANGERS OF THE GAME... HE LEAPS HIGH, TO AVOID HIS OPPONENT'S MACE...

HAHAHA! TRY SOME HIGH VOLTAGE!

NO SALE, CRACK POT! I'VE GOT ALL THE POWER I NEED!

IZZTCHH!

THE MACE STILL CRACKLES OMINOUSLY AS CAP STRUGGLES TO DISARM HIS MAN!

I'LL GIVE YOU ONE MORE CHANCE TO DROP THIS MACE! DROP IT!

THEN--!

KRAK!

HAVE IT YOUR WAY, CREEP!

UGH--!

STRICKEN, BUT NOT DISARMED, CAP'S OPPONENT TRIES TO RECOVER HIS SENSES. HE GRIPS THE SHIELD EVER TIGHTER... EVEN AS CAP TRIES TO FORCE IT FROM HIS ARM...

THERE'S PLENTY OF STEAM IN YOUR PUNCH, MISTER! BUT IT CAN'T DENT MY ARMOR!

I'LL GET ROUGHER IF YOU DON'T RELEASE MY SHIELD!

SUDDENLY, WITH A SERPENT'S SWIFTNESS, THE ELECTRIC MACE IS THRUST DIRECTLY AT CAP!

SSKKRRTCH!

THAT'S BIG TALK, MISTER!

CAP RECOILS IN **PAIN** AND **SHOCK!** HE STAGGERS HELPLESSLY FOR A FRACTION OF A SECOND...

NOW, I'M GOING TO FINISH **YOU** OFF, MISTER! YOU'VE **LOST** THE GAME!

CAP! CAP! **WATCH IT!** HE'S CLOSING IN! LET ME--!

BUT, THE ATTACK **NEVER** COMES--THERE IS SOMETHING IN THE MANNER IN WHICH CAP RECOVERS THAT MAKES HIS OPPONENT WARY...

STAND BACK! I'LL GET MY SHIELD!

THE CAT'S A **PRO!** HE'S ARMED! HE'S **TRICKY**-- LISTEN, CAP!

NO! I'M GOING TO GET MY SHIELD!

AND, AS **YOU** SAY, MISTER-- ANYTHING GOES!

WOMP!!!

MEANWHILE, THE WATCHING CROWD SEEMS TO SENSE A **FINAL STAGE** TO THIS DUEL... THEIR EYES NEVER LEAVE THE ACTION...THEY GROW **TENSE** WITH ANTICIPATION...THEN ONE OF THEM BEGINS TO **CHANT**--

KILL! KILL!!

THE COLD CHANT IS TAKEN UP BY THE OTHERS-- THE RHYTHM OF IT SWEEPS THE ARENA-- IT IS A ROARING SOUND NOT HEARD SINCE THE DAYS OF ANCIENT ROME.

KILL! KILL!

KILL! KILL! KILL! KILL!

DON'T PLAY WITH HIM! KILL HIM! KILL HIM!

HEAR THAT, FRIEND? IT'S THE VOICE OF YOUR PEOPLE-- THE VOICE OF THE NEW SOCIETY!

OKAY! OKAY! SAVE YOUR SPEECHES! IF YOU WANT YOUR BLASTED SHIELD BACK, YOU CAN HAVE IT!

HIS SUDDEN CHANGE OF MIND-- SEEMS A BIT TOO SUDDEN!

DON'T STAND THERE GAPING! IF YOU'RE WAITING FOR THIS SHIELD, WELL, HERE IT IS!!

THE SHIELD FLASHES TOWARD CAP AND--

WHA--!

I FORGOT TO MENTION THIS, FRIEND-- BUT MY SHIELD IS CONSTRUCTED IN A MANNER THAT CAUSES A BOOMERANG EFFECT!

THERE IS A SHARP EXPLOSION AS THE SHIELD RETURNS TO ITS SENDER!

AAAAA!

WAHOOM!

THE DUEL ENDS AMID THE FADING ECHOES... CAP'S OPPONENT LIES, SHATTERED BY HIS OWN TREACHERY...

POOR DEVIL! THE SURPRISE WAS ON HIM!!

THAT WAS QUICK THINKING, CAP! IF YOU'D CAUGHT THE SHIELD WHEN HE THREW IT-- THAT MESS WOULD'VE BEEN YOU!

IT WAS A BOMB! HE'D CLAMPED A PLASTIC BOMB TO THE SHIELD AS HE REMOVED IT FROM HIS ARM!

YEP! SOME OF THE BOMB FRAGMENTS ARE STILL ON THE SHIELD...

HOWEVER, THE SHIELD ISN'T DAMAGED--IT CAN WITHSTAND MUCH GREATER SHOCKS...

WELL, THIS CROWD ISN'T SHOCKED! THEY'RE IN A GREAT MOOD! THIS IS ENTERTAINMENT TO THEM!!

THEY WON'T BE ENTERTAINED BY WHAT I HAVE TO SAY TO THEM!

LISTEN TO ME, OUT THERE! YOU'VE JUST SEEN A MAN DIE!-- A MAN WHO LIVED BY YOUR RULES!! AND IF HIS LIFE MEANS NOTHING--

WHAT IN BLAZES IS THE MEANING OF YOUR OWN? WHAT KIND OF JUNGLE WORLD ARE YOU BUILDING? WHAT KIND OF CAUSE ARE YOU SERVING?

MEANWHILE, ON THE SURFACE ABOVE--

EVERYTHING'S SET TO GO, GENERAL--THE FIRE-SHIPS ARE TAKING OFF NOW!

LET 'ER RIP, CAPTAIN! I'M GOING TO FERRET OUT THIS HIDDEN NEST OF RATS...

A FLIGHT OF HELICOPTERS APPEARS AND SETS THE NEARBY CLIFFS AFLAME. THE HOT BLAZE IS OF A CHEMICAL NATURE THAT EFFECTS A QUICK PENETRATION OF THE ROCK SURFACE.

THIS IS IT, SIR!

THE TRAITORS *MUST* BE IN THIS AREA... SOMEWHERE IN *THOSE* CLIFFS!

TIME PASSES--MEN WATCH...THE ROCKS GLOW *WHITE* HOT AND GIVE WAY TO THE *HUNGRY* FLAMES...

NO VISIBLE RESULTS AS YET, SIR--

THERE WILL BE, CAPTAIN! THERE'S *GOT* TO BE...

I WISH I SHARED YOUR CONFIDENCE, SIR-- ONE COULD HIDE THE *PENTAGON* IN THESE WASTELANDS *WITHOUT* FEAR OF DISCOVERY--

WE'VE HAD ENOUGH CLUES...I TELL YOU IT'S HERE--*HERE!*

GENERAL!

WHA--! THERE'S SMOKE--*POURING* FROM THE GROUND! WE'VE *FOUND* IT! THE HIDDEN INSTALLA-TION IS BELOW OUR *VERY* FEET!

IT MUST BE *HONEYCOMBED* WITH CORRIDORS WHICH ARE TAKING THE SMOKE AND HEAT FROM THE *CLIFFS*!!

BUT, THERE MAY *NOT* BE AN INSTALLATION BELOW-- IT MAY MERELY BE A *SERIES* OF *HOLLOW CAVES*...

THE GROUND TREMBLES AND ROCKS, THEN SUDDENLY ERUPTS WITH FIERY VIOLENCE...

WHAM!

WAMM!

THE HEAT'S IGNITED SOMETHING DOWN THERE! THIS SPOT IS UNSAFE, SIR...

THAT'S FOR SURE!

LOOK, GENERAL! THAT LARGE BOULDER'S BEEN BLOWN FROM THE CLIFF WALL-- IT'S--

WOOOMM!

IT'S THE COVER FOR A CAVE ENTRANCE! WE'VE FOUND THE INSTALLATION!

AND, HERE THEY COME!-- THE LITTLE FOXES WHO WOULD TEAR UP THE CONSTITUTION!

WE'VE FLUSHED THEM INTO THE OPEN! NOW, LET'S GO GET 'EM!

THE STRIKE FORCE OF GENERAL ARGYLE FIST ROARS INTO ACTION WITH ALL GUNS BLAZING!

TAKE THAT CAVE ENTRANCE! GIVE 'EM HELL!

2 BN.

THE INSTALLATION IS A LARGE PLACE--ON ONE OF ITS LOWER LEVELS, CAP AND THE FALCON STAND FAST AGAINST THE DICTATORSHIP DEVOTEES OF THE NEW SOCIETY...

CUT THE SPEECHES, YOU TWO!

WE DIDN'T COME HERE FOR GOLD!

--OR TO PLAY A MAD GAME LIKE THE "KILL DERBY!"

YOU'VE WON THE POT OF GOLD! TAKE IT AND SPLIT!

YOU'RE FORGETTING THE TEAM! WE RISKED OUR NECKS FOR THAT GOLD! WE AIM TO COLLECT IT!

ARE YOU CREEPS FOR REAL? YOU'RE FORFEITING THE GAME!

HOSTILE VOICES RISE UP FROM ALL CORNERS OF THE ARENA... CAP AND THE FALCON ARE BUT TWO IN A SEA OF MANY... AND EVEN SUPER HEROES MAY WELL TAKE STOCK OF OVERWHELMING ODDS. HOWEVER, IT'S THOSE AMONG THE ELITE WHO HAVE THE FINAL WORD IN THE NEW SOCIETY.

SILENCE! I DON'T KNOW WHO YOU TWO ARE... AND I DON'T CARE! BUT, IF YOU WANT TO SURVIVE IN THE NEW SOCIETY, YOU MUST STAY IN LINE--TAKE YOUR WINNINGS AND KEEP YOUR MOUTH SHUT!

HARD WORDS FROM SUCH A LOVELY GIRL, CHEER CHADWICK! YOU WOULD DO WELL TO ARRANGE FOR THE FALCON AND MYSELF TO SPEAK TO YOUR FATHER!

ELITE SECTION

FATHER'S A BIGGIE! --TOO BIG FOR THE LIKES OF YOU TO SEE!

NOW, TAKE THE GOLD AND DIVIDE IT WITH YOUR MOTLEY CREW!

YOU DON'T UNDERSTAND, MISS CHADWICK! TIME IS RUNNING OUT ON YOUR ELITE AND ITS FOLLOWERS!

THEY'RE FINKS! SPIES!

LOOK TO YOUR OWN SAFETY, MYSTERY MAN! THE CROWD IS TURNING AGAINST YOU!

KILL!

KILL!

LET THEIR TEAM KILL THEM!! THEY MUST DO IT!

POW!

THAT KIND OF TEAM SPIRIT I CAN DO WITHOUT!

WE'LL GLADLY TAKE YOUR SHARE OF THE GOLD!

IT'S NO USE TRYING TO HANG ON TO OUR POPULARITY! IT'S BACK TO BELLIGERENCY FOR CAP AND ME!

WAAP!

YOU JUST DON'T APPRECIATE NICE GUYS WHEN YOU SEE 'EM, TEAM-MATE! THAT'S TOO BAD--FOR YOU!

POW!

CHEER CHADWICK LOOKS ON WITH GROWING IMPATIENCE! SHE KNOWS WHAT CAP AND THE FALCON ARE SEEKING IN THE INSTALLATION! SHE KNOWS THAT THEY MUST NEVER FIND IT!

KILL THEM! KILL!

KILL!

BUT, AT THAT MOMENT, THE SOUND OF DOOM ECHOES IN THE ARENA...

BOOM

THERE IS A MOMENT OF STUNNED SILENCE--THEN PANIC SEIZES THE AUDIENCE!! THEY BOLT FOR SAFETY!

CAP! WHAT'S HAPPENING!? THEY'RE HEADING FOR THE EXITS!

THERE'S BEEN SOME KIND OF BLOW-UP, FALCON!

THEN, ANOTHER, MORE VIOLENT SHOCK STRIKES THE ARENA!

THERE IT IS AGAIN! IF I DON'T LAND, I'LL GET NAILED BY FLYING DEBRIS!

DON'T YOU RECOGNIZE THAT SOUND, FALCON? IT'S GUNFIRE!

WOOOMMMMM!!

THIS PLACE IS UNDER ATTACK!

I-IT'S BEEN DISCOVERED! BY THE ARMY!

CAP AND THE FALCON FIND THEMSELVES BUFFETED ABOUT LIKE FLOTSAM IN STORM-TOSSED WATERS! THE ARENA IS A SCENE OF **UTTER CHAOS**-- WHERE CRIES OF FEAR TURN TO CRIES OF *INJURY*!!

WE'VE GOT TO GET *OUT* OF HERE, CAP! THIS IS OUR CHANCE TO REACH OUR OBJECTIVE! IF WE DON'T DO IT NOW, WE'LL BE *CRUSHED* BY THIS MOB!

I'LL *NEVER* MAKE IT WITHOUT WINGS FALCON! *YOU'VE* GOT THE BALL NOW!

THE FALCON RESPONDS WITH FANTASTIC SPEED AND STRENGTH! HE **SEIZES** CAP'S WRIST AND YANKS HIM SKYWARD!

GOOD WORK, FALCON! ANOTHER SECOND IN THAT HUMAN "GRINDER" WOULD HAVE DOOMED US BOTH!

THERE ISN'T TIME TO THINK ABOUT *THAT!*

SOON AFTER...

WE'RE IN THE CLEAR! WHAT'S MORE, THESE CORRIDORS ARE *EMPTY* OF ARMED GUARDS...

THEY MUST HAVE BEEN *SHIFTED* TO THE SCENE OF THE FIGHTING! OUR SIDE MAY NEED *US* THERE TOO!

AND INDEED, A FIRE FIGHT OF INTENSE FEROCITY IS TAKING PLACE...

POW! POW!

HIT 'EM!

GENERAL ARGYLE FIST LIVES UP TO HIS REPUTATION AS A TIGER...

THEY'VE GOT US *PINNED*, GENERAL! THEY'RE THROWING EVERY-THING THEY'VE GOT!

THE BLAZES WITH THAT! WE CAN'T STAY HERE FOREVER!

INCH UP IF YOU HAVE TO--BUT *ENLARGE* THIS BRIDGE-HEAD!

THE FIRING GROWS HOTTER. THE OPPOSITION GIVES WAY GRUDGINGLY--

HOLD YOUR GROUND!

WE NEED *HELP!* WHERE'S THAT *SOUND MACHINE?*

IN THE THICK OF THE BATTLE, A STRANGE MACHINE IS WHEELED INTO POSITION. IT WHINES-- IT FLASHES-- IT SENDS HIGH FREQUENCY SOUND WAVES INTO THE RANKS OF THE INVADING TROOPS...

THIS SHOULD TEAR THEM UP AND SEND THEM HOME SCREAMING!

BAM!

HIGHER! RAISE THE FREQUENCY!

RRREEEAAAA!

THE SOUND WAVES CRASH INTO MEN AND EQUIPMENT--THEY DISABLE AND DESTROY! ASSAULT GUNS FLY APART LIKE SHATTERED TOYS!!

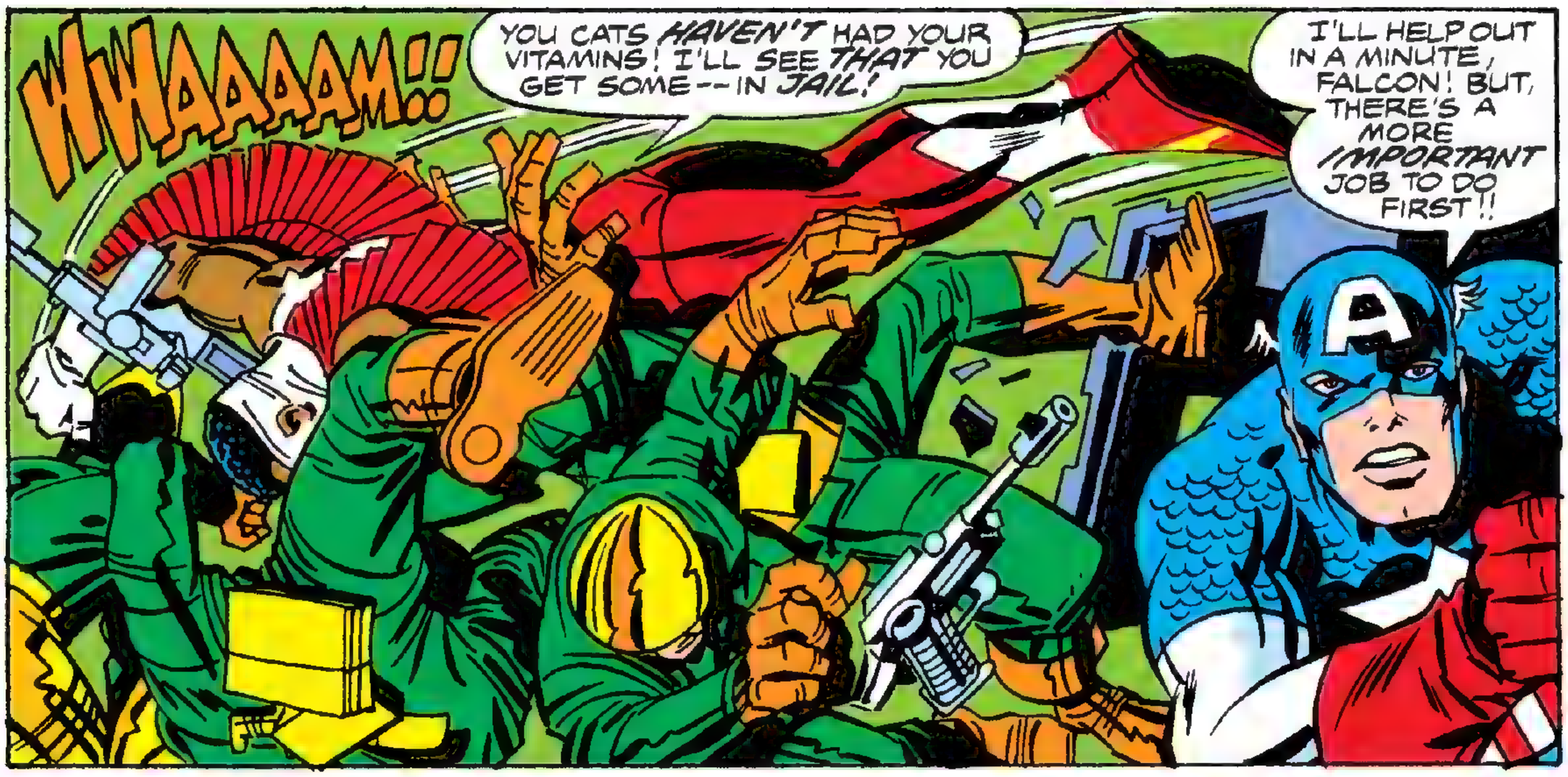
RRRREEEAAA!

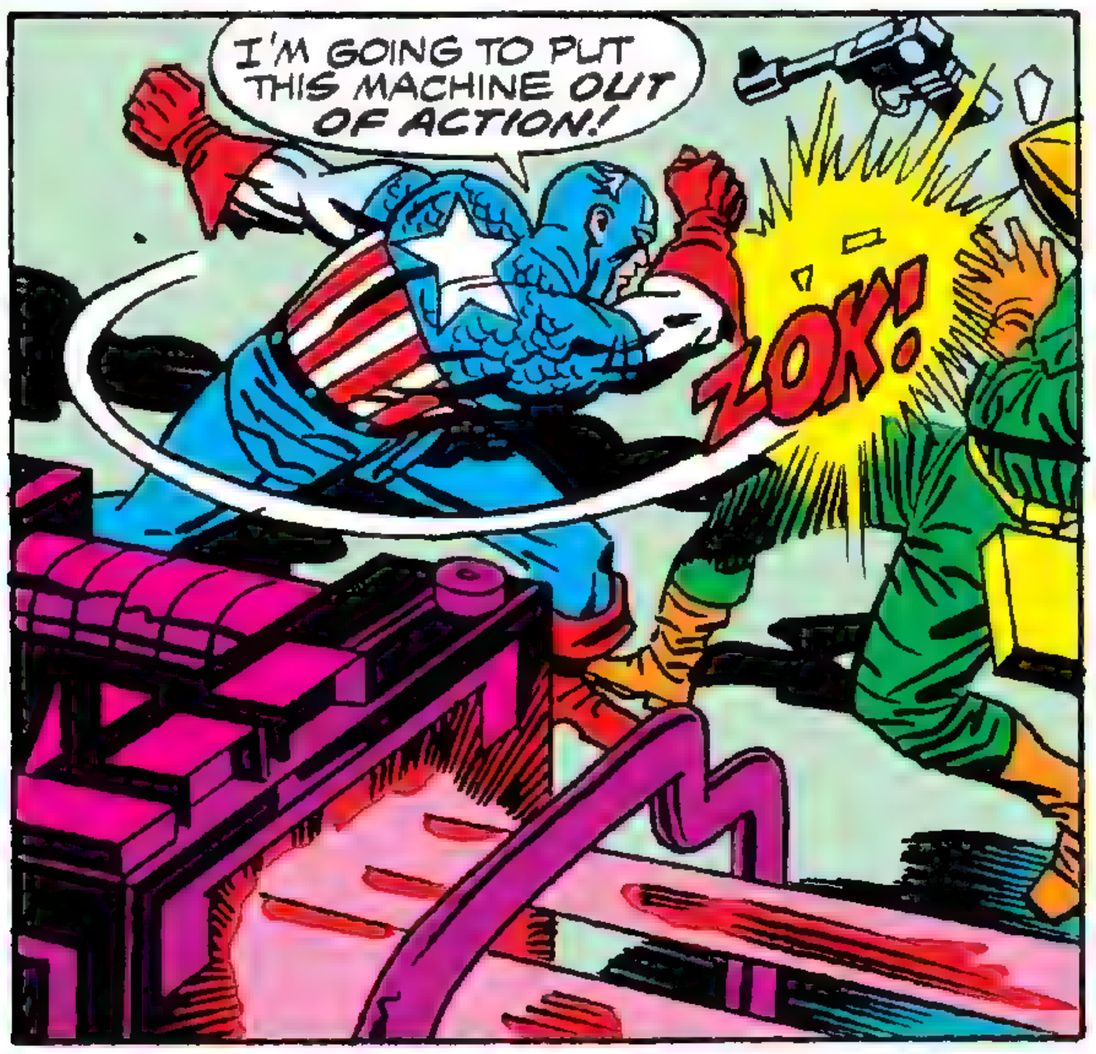
MY EARS! I-I CAN'T STAND THE SOUND!!

BUT, THERE IS ALSO A SURPRISE FOR THE ENEMY!

HEADS UP, YOU JOCKS! HERE COMES THE HARLEM EXPRESS!

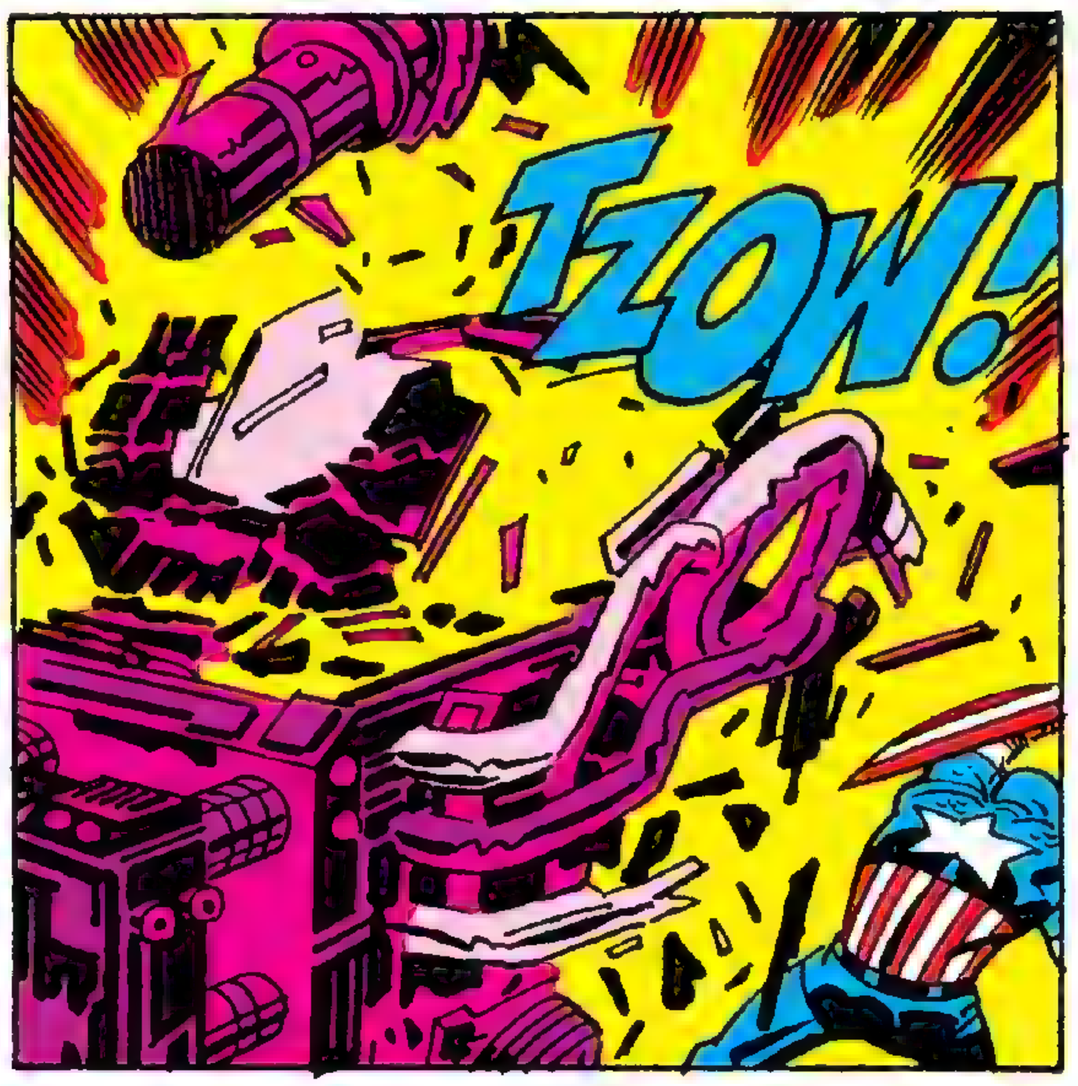
BAM!


WHAAAAM!!
YOU CATS HAVEN'T HAD YOUR VITAMINS! I'LL SEE THAT YOU GET SOME--IN JAIL!
I'LL HELP OUT IN A MINUTE, FALCON! BUT, THERE'S A MORE IMPORTANT JOB TO DO FIRST!!


I'M GOING TO PUT THIS MACHINE OUT OF ACTION!
ZOK!

IT LOOKS LIKE A TECHNOLOGI-CAL MARVEL! AND VERY EXPENSIVE TO BUILD--!

BUT, IT'S EVIDENTLY TRAINED ON GOVERN-MENT TROOPS! SO, I'LL JUST HAVE TO TURN IT INTO JUNK!
POW! POW!


FZOW!

CAP ESTIMATES THE LOCATION OF THE MACHINE'S POWER SOURCE--AND BLASTS IT APART WITH WELL PLACED SHOTS--THEN--

OKAY, YOU G.I.'S! IT'S ALL CLEAR ON THIS END! THE ENEMY'S SILENT--AND HE'S OURS!

HOLD IT! NO TIME FOR REVENGE! LET'S TAKE OFF BEFORE THOSE TROOPS OVERRUN THIS POSITION!

DROP IT! LET'S GO!

YOU GOT A POINT! BUT, I SURE WOULD LIKE TO...

THE WRECKING OF THE SOUND MACHINE BREAKS THE IMPASSE... THE STRIKE FORCE OF GENERAL FIST POURS UNCONTESTED INTO THE INSTALLATION...

HEY, FELLAS! IT'S CAPTAIN AMERICA--!

NO WONDER WE MADE IT! HE MUST'VE STOPPED THAT MACHINE!

NEVER MIND THAT! WHO'S IN COMMAND OF YOUR OUT-FIT?

GENERAL ARGYLE FIST, HIMSELF! HE'S BEEN TAKING FIRE WITH THE REST OF US!

KEEP MOVIN', YOU GRUNTS! THIS JOB AIN'T OVER BY A LONG SHOT!!

MOMENTS LATER, THE GENERAL APPEARS.

CAPTAIN AMERICA! SOMEHOW, I KNEW THAT WE'D FIND YOU ALIVE! WHERE IS THE FALCON?

DOING WHAT HE DOES BEST, GENERAL. IT'S THE ENEMY WHO HAS CAUSE FOR WORRY!

YOUR STRIKE FORCE IS A WELCOME SIGHT, SIR-- THIS INSTALLATION IS A MASSIVE INVESTMENT IN PERSONNEL AND ADVANCED TECHNOLOGY! I HOPE YOU'RE PREPARED FOR STIFF RESISTANCE!

I'M PREPARED FOR ANYTHING! AND WHAT I'M NOT PREPARED FOR-- I'LL TACKLE ANYHOW!

NOW, GO ON! WHAT ABOUT YOUR MISSION?

IF YOU REFER TO THE "BIG DADDY" MAD BOMB, SIR-- WE'VE YET TO FIND IT HERE! BUT, WITH YOUR TROOPS IN CONTROL, WE CAN SEARCH FOR IT WITHOUT INTERFERENCE.

YOU CAN BET ON THAT! I'M GOING TO TURN THIS PLACE INSIDE OUT!

BUT, AT THAT MOMENT, THE PEOPLE WHO KNOW THE ANSWERS ARE FLEEING IN A PRIVATE PNEUMATIC CAR...

YOUR MEN REACHED ME JUST IN TIME, POPPA. I MIGHT HAVE BEEN STOMPED BY THAT HORRIBLE MOB!!

THE RABBLE CAN FEND FOR ITSELF! WE'VE GOT PLACES TO GO!

WHAT WAS THAT, POPPA? IT SOUNDED LIKE AN EXPLOSION!

NOTHING TO WORRY ABOUT, MY DEAR! IT WILL SEAL OFF THIS TUNNEL--TO DELAY PURSUIT!!

KA-BOOM!

POPPA, ARE YOU ANGRY WITH ME FOR INVOLVING MYSELF WITH THOSE TWO MASKED OUTSIDERS?

I KNOW THAT THEY'RE SPIES--THAT THEY'RE SEARCHING FOR THE MAD BOMB!

IT DOESN'T MATTER, MY DEAR. THE "BIG DADDY" MAD BOMB IS SAFELY PLANTED WHERE THEY'LL NEVER FIND IT...

--AND THERE IT SHALL REMAIN--PRIMED AND READY TO DO ITS JOB FOR THE NEW SOCIETY ON "TAKE-OVER DAY!"--THE DAY THAT AMERICA'S OUTMODED CONSTITUTION IS THROWN ON THE SCRAP HEAP!

THAT WILL BE NEAT FOR US, POPPA! WHEN WILL IT HAPPEN?

AT A MOST MEMORABLE TIME, MY SWEET! ON THE VERY DAY OF THIS COUNTRY'S BICENTENNIAL, THE MAD BOMB WILL GO OFF AND END ITS EXISTENCE!

IF THE MAD BOMB ISN'T ENOUGH TO WORRY ABOUT--A MORE PERSONAL TRAGEDY WAITS IN STORE FOR CAP...

IN THE NEXT ISSUE--

CAPTAIN AMERICA'S Love Story!!

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IN WAR AND CONSPIRACY AND IN THE **MANY** DEADLY WAYS INVENTED BY HUMANS TO SEIZE THE BOUNTIES THAT FLOW FROM POWER, THERE ARE **QUIET** PAUSES IN WHICH THE COMBATANTS SUDDENLY FIND THEMSELVES CONFRONTED BY THE UNFORSEEN--BY **TENDERNESS**--AND THE EYES OF INNOCENCE--AND A FACE THAT CAN **HAUNT** A MAN FOR A **LIFETIME**... NOW THE **FALCON** DOES HIS **ACTION BIT**--AS A COUNTER-POINT TO...

JV 243

CAPTAIN AMERICA'S Love Story

IF YOU FOLLOWED THE PREVIOUS ISSUES (AND YOU **SHOULD** HAVE) YOU WOULD KNOW THAT CAP AND THE FALCON ARE HUNTING CONSPIRATORS WITH A **SUPER-WEAPON** AT THEIR COMMAND!

WE'VE TAKEN AN UNDERGROUND INSTALLATION--WITH A MASS OF EQUIPMENT AND HUNDREDS OF PERSONNEL--BUT THERE'S NOT A SIGN OF THE **DEVILISH** THINGS WE'RE **LOOKING** FOR--!

THE CONSPIRATORS **ALWAYS** SEEM TO BE A STEP **AHEAD** OF US! THE BATTLE WE FOUGHT TO GAIN THIS PLACE WAS A **MEANINGLESS** VICTORY!

MY **TASK FORCE** DIDN'T FIGHT IN VAIN, GENTLEMEN--THE TRAIL IS STILL **HOT**!

EDITOR·WRITER·ARTIST **JACK KIRBY** * INKER **FRANK GIACOIA** * LETTERER **GASPAR** * COLORIST **MICHELE W.** * CONSULTING ED. **M. WOLFMAN**

THE CONSPIRATORS ARE A **MASSIVE** GROUP WHO SERVE A MYSTERIOUS "**ELITE!**" AT THEIR COMMAND IS MONEY AND ORGANIZATION AND A **FANTASTIC POTENTIAL** FOR CARRYING OUT THEIR THREAT TO **TAKE OVER THE NATION...!**

THERE'S **NO END** TO THIS UNDERGROUND SETUP! THEY'VE EVEN GOT A FACTORY DOWN HERE...

THE BIG MADBOMB WAS **ASSEMBLED** HERE. IT MUST HAVE BEEN SLIPPED OUT BEFORE THE ATTACK, GENERAL!

MY GUESS IS THAT WE'LL RUN ACROSS SOME HIDDEN RAILWAY **SYSTEM**--THAT LEADS TO A **SHIPPING TERMINAL...**

THEY SEEM TO HAVE IT **ALL**, DON'T THEY? THE CONSPIRATORS BUILT THIS GIANT CRADLE TO HOLD THE **MADBOMB...** I WONDER WHERE IT IS **NOW**--IN WHAT SORT OF **OUT-LANDISH PLACE?**

I'LL KEEP **SEARCHING**...THE ENEMY MUST HAVE **BUNGLED** SOMEWHERE, IN THEIR HASTE TO **ABANDON** THIS PLANT!

IT'S **OVER** FOR YOU, CHUM! YOU SMALL FRY WILL HAVE TO TAKE THE **RAP** FOR THE "**BIGGIES!**"

SPECIFICATION CHAR

"BIG DADDY" MAY BE GONE, BUT HE LEFT HIS *FIGURE* BEHIND...

HE'S AS LARGE AS A *TITAN MISSILE!*

A *SIMULATED BRAIN*, ENCASED TO BROADCAST MADNESS! IT'S A *FRIGHTENING* WEAPON!

THE GENERAL REALIZES HOW *FEEBLE* HIS ESTIMATE REALLY IS... HE KNOWS THAT A *PEANUT-SIZED* MADBOMB HAD DESTROYED A *TOWN*... THAT ONE, ONLY SLIGHTLY LARGER, HAS WRECKED A *CITY*... IT IS PAINFULLY OBVIOUS WHAT "BIG DADDY" CAN *DO!*

THERE'S *NO* DOUBT OF IT! WHEN "*BIG DADDY*" GOES OPERATIONAL-- *IT WILL DESTROY THIS COUNTRY!*

HAVE YOU FOUND ANY *CLUES* HERE, FALCON?

NOTHING THAT WILL *HELP* US!

WHOEVER ORGANIZED THE CONSPIRACY HAS DONE A *THOROUGH* JOB OF PLANNING!--AND *TIMING!*

WE *HAVEN'T* BEEN OUT-FOUGHT. WE'VE MERELY BEEN *OUT-THOUGHT!*

THERE MUST BE SOME *NEW* APPROACH WE CAN *TAKE!*

THERE IS... I'VE RADIOED OUR FINDINGS TO WASHINGTON. THEY'VE ORDERED ME TO WRAP UP THIS HIDEOUT. I'VE ALSO GOT *NEW* ORDERS FOR *YOU* BOTH...

...IT SEEMS THEIR AGENTS HAVE SPOTTED *MASON HARDING*, THE ELECTRONICS GENIUS--HE *VANISHED* FROM SIGHT, TWO YEARS AGO!

WHAT DOES THAT MEAN TO *US*, GENERAL?

IT MEANS THAT WASHINGTON IS CONVINCED THAT HARDING IS SOMEHOW INVOLVED IN THE CONSPIRACY--THAT, PERHAPS, *HE CONCEIVED AND DESIGNED THE MADBOMB!*

YOU TWO, MUST BE THERE WHEN HARDING IS CAPTURED!! THE CHANCES ARE GOOD, THAT HARDING KNOWS WHERE THE "*BIG DADDY*" BOMB HAS BEEN *PLANTED!!*

DAYS LATER, AT A SEASIDE ESTATE ON THE EAST COAST...

MAKE IT FAST, PROF.... TIME'S RUNNING OUT--! WE CAN'T STAY TOO LONG IN ONE PLACE.

YEAH...Y'GOT A FULL SCHEDULE--AND ALL THAT JAZZ!

AS YOU CAN SEE, CAROL... I MUST BE LEAVING... A-ARE YOU SURE YOU'RE FEELING BETTER?

"BETTER" IS A RELATIVE TERM, FATHER...I-I FEEL STRONGER.. I SUPPOSE I'M READY TO WALK ABOUT... BUT, THAT WON'T CURE MY ILLNESS...

NONSENSE... ALL THE REPORTS AREN'T IN YET! YOUR OPERATION LEFT YOU WEAK...BUT, YOU'VE BEEN RECUPERATING MARVELOUSLY... I-I THINK SOME EXERCISE WOULD BE IN ORDER...

YES, I SUPPOSE SO... BUT, RIGHT NOW, I'VE NO DESIRE FOR IT... I-I'VE BEEN CHAINED TO THIS ILLNESS TOO LONG, I GUESS...

LET'S SPLIT, eh, PROF.? WHAD'DYA SAY?

I-IF YOU THINK IT'S WISE... HOWEVER, I PLAN TO RETURN TO VISIT HER UNTIL HER RECOVERY IS COM-PLETE!!

MEND QUICKLY, DEAR... I'LL BE BACK THIS WEEK AND LOOK IN ON YOU AGAIN...

DON'T MIND THIS SECURITY PROBLEM. I-I'M ENGAGED IN SECRET GOVERNMENT WORK--AND, THIS SORT OF THING IS A NECESSARY PART OF IT...

I-I UNDER-STAND, FATHER... PLEASE BE CAREFUL!

WE'LL SEE THAT Y'KEEP TRUCKIN', PROF! OUR OUTFIT'S TAKIN' CARE OF YOUR KID TOO!

THIS WAY, PROF. THE CAR'S, WAITIN'!

NOW, LET'S GO... Y'DON'T WAN'NER T'SEE Y'CRYIN', DO YA?

MASON HARDING LEAVES THE ESTATE IN THE COMPANY OF HIS GUARDS...

I GET JUMPY EVERY TIME WE COME HERE... THE FEDS ARE GONNA FIND THIS JOINT SOONER OR LATER...

THERE'RE ENOUGH GUNS HERE TO TAKE CARE OF NOSEY FEDS! LET'S TAKE OFF!

MEANWHILE, IN THE SURROUNDING WOODS..

I SEE MASON HARDING LEAVING NOW, CHIEF... HE'S FLANKED BY UGLIES, AS USUAL ...THIS IS HIS THIRD VISIT TO THIS PLACE... HE'LL BE BACK AGAIN, I'M SURE...

THERE'S SOMETHING OR SOMEONE HERE THAT'S IMPORTANT TO HIM... BUT I HAVEN'T BEEN ABLE TO PENETRATE THE SECURITY SCREEN TO FIND OUT MORE--

YOU'VE DONE WELL ENOUGH. RETURN TO BASE. TWO NEW MEN WILL TAKE OVER WHEN YOU LEAVE...

THE GOVERNMENT AGENT CUTS SHORT HIS VIGIL AND LEAVES AS SILENTLY AS HE CAME-- HE MAKES HIS WAY TO THE SAND DUNES, WHERE THE WOODS THIN OUT, AND THE SOUND OF THE SEA COVERS HIS DEPARTURE..

BACK AT THE GREAT HOUSE, ONLY ONE WINDOW BLAZES BRIGHTLY... IT IS THE ROOM OF A GIRL WHO FEARS THE NIGHT--FEARS THAT THE DARKNESS WILL STAY--AND ENGULF HER FOR ETERNITY...

YOU CAN'T KEEP YOUR LIGHTS ON ALL NIGHT, CAROL... I'M SWITCHING THEM OFF...

OH, DO WHAT YOU LIKE! I NO LONGER CARE... NIGHT OR DAY MEANS NOTHING TO PEOPLE LIKE MYSELF!

THERE IS A SOFT "CLICK". THE LIGHTS **WINK OUT**... AND WHERE CAROL LIES, THE SOUND OF POORLY SMOTHERED **SOBS** CAN BE HEARD IN THE DARKNESS...

I'M GOING TO **DIE**--I'M GOING TO DIE... WITHOUT **EVER HAVING LIVED**...

DEATH WILL CHANGE **NOTHING**... I SHALL SIMPLY BE A "**NON-PERSON**" IN ANOTHER SENSE... AND, WHAT SHALL I LEAVE **BEHIND**?--DREAMS AND FANTASIES THAT **NEVER** MATERIALIZED INTO REAL PEOPLE. I-IT ISN'T FAIR! **IT ISN'T FAIR--!!**

IT'S ALSO **HORRIBLY** UNFAIR TO FATHER... HE WORKS SO HARD TO **HELP** ME... AND, ALWAYS, IN THE SHADOW OF THOSE **UNPLEASANT** SECURITY PEOPLE!

AT THAT MOMENT, THE **NIGHT ITSELF** HAS SPOKEN QUIETLY, "I'VE BROUGHT YOU A **STRANGER**," IT SAYS...

W-WHO'S THAT!!? WHO **ARE** YOU--??

THE STRANGER COMES FORWARD IN THE DIM LIGHT... HE IS LIKE **NO MAN** CAROL HAS EVER SEEN... HIS GARB IS LIKE **NONE** WORN BY ANY OTHER MAN... HE IS LIKE A **FANTASY** WHICH HAS FINALLY **COME TRUE**...

OH! I-I **DIDN'T** EXPECT--

YOU'RE **STEALING** MY LINE, WHOEVER YOU ARE...

I'M **CAROL HARDING**.

FROM BEHIND THE MASK, TWO **PIERCING** BLUE EYES STUDY CAROL AS IF SHE WERE SOME **CRYPTIC** PUZZLE--WITHOUT AN ANSWER...

PLEASE, DON'T BE UNEASY. I KNOW YOU'RE **NOT** A BURGLAR... AT LEAST I'VE **NEVER** HEARD OF ONE WHO WORE **SUCH CLOTHES**!

YOU TAKE A **LOT** FOR GRANTED, MISS... BUT I THANK YOU FOR YOUR CONFIDENCE.

THE STRANGER MOVES LIKE A CAT... HE IS AT THE DOOR IN ONE SWIFT MOVEMENT...

YOU WERE FOOLISH TO COME HERE... THE HOUSE IS FULL OF SECURITY PEOPLE...

THEN, DOESN'T IT OCCUR TO YOU THAT I MIGHT BE A SPY--A DANGEROUS ENEMY!

...IT'S BECAUSE OF MY FATHER'S WORK... VERY "HUSH-HUSH" YOU KNOW!

BUT YOU TRUST ME--I CAN SEE IT IN YOUR EYES... YOU'RE FAR MORE FOOLISH THAN I, YOUNG LADY!

I-I MUST GO. I'M SORRY TO HAVE--

OH, DON'T LEAVE YET! WE-WE COULD TALK--ABOUT HUMAN SECRETS INSTEAD OF MEANINGLESS THINGS MADE FROM BITS AND PIECES IN SOME ANTISEPTIC LABORATORY...

THERE IS A SOFTENING IN THE EYES BEHIND THE MASK... THE STRANGER SITS AT THE GIRL'S SIDE...

YOU'VE BEEN ILL-- AND, LONELY... AND APPARENTLY, NOT FOND OF THE COMPANY IN THIS HOUSE...

T-THEY'RE KIND TO ME, BUT, VERY COLD... ALMOST SINISTER...

I CAN'T TELL YOU WHO I AM--OR WHY I'M HERE! I ALSO URGE YOU TO KEEP THIS--er--VISIT OFF THE RECORD... WILL YOU DO THAT? I-IT'S VERY IMPORTANT...

I GIVE YOU MY WORD... T-THERE'S SOMETHING ABOUT YOU THAT I LIKE... A CERTAIN QUALITY I'VE MISSED IN ANY PERSON I'VE EVER MET...

AN INNOCENT--CAUGHT IN THE WEB OF CONSPIRACY. THAT FOOL, MASON HARDING, HAS PUT HIS OWN DAUGHTER IN THE WORST OF SITUATIONS!

YOU SEEM LOST IN THOUGHT. IF YOU SHARE THEM WITH ME, I'LL GLADLY TELL YOU MINE.

LIKE YOURSELF, I THINK ABOUT PEOPLE. I THINK OF THE CONFLICTS WHICH ARISE BECAUSE OF THEIR DIFFERENT VERSIONS OF "RIGHT AND WRONG!"

THAT'S A HEAVY THOUGHT. I THINK YOU'RE A VERY SENSITIVE PERSON!

I'VE SEEN MY SHARE OF TROUBLE, MISS...

BUT, I MUST GO... IT--IT ISN'T PROPER--

NO! NO!! NOT WHEN WE'VE JUST BEGUN TO KNOW EACH OTHER--!

YOU'RE A STRANGE YOUNG WOMAN--TO DISPLAY SUCH INTEREST IN A MAN WHOSE FACE IS CONCEALED BY A MASK...

I-IT MAY SEEM STRANGE TO YOU... BUT, I HAVE THIS FEELING -- THAT I'D--I'D LIKE TO SEE YOU AGAIN--! WILL I SEE YOU-- AGAIN?

I-I'M STRONGER NOW! I CAN GET ABOUT, IF I WISH... WE COULD MEET-- ELSEWHERE --

YES... I SUPPOSE WE COULD... BUT YOUR SECURITY PEOPLE--WOULD THEY ALLOW YOU TO LEAVE THE PREMISES?

OF COURSE... IT'S NOT AS IF I'M A PRISONER IN THIS HOUSE!

TOMORROW, THEN. IT'S A SHORT STROLL TO THE BEACH... THE SEA BREEZE MAY BE GOOD FOR YOU...

BEFORE CAROL CAN ANSWER, THE TALL STRANGER IS GONE... THE NIGHT, WHICH HAS BROUGHT HIM, HAS TAKEN HIM BACK.

TOMORROW--AT THE BEACH... I'LL BE THERE... I'LL BE THERE--!

I SUPPOSE ONE COULD CALL IT MADNESS... BUT I SOMEHOW BELIEVE IT'S A MIRACLE! THE MAN BEHIND THAT MASK IS WORTH THE RISK OF HANGING ONE'S HEART ON A ROSY DREAM...

I MUST TAKE THAT RISK...

MEANWHILE, AT THE NEARBY BEACH...

THIS IS AN INCREDIBLE DEVELOPMENT... SOMEHOW, FINDING SUCH A SWEET GIRL IN THAT NEST OF REPTILES HAS SHAKEN ME UP--!

CAP LOOKS TO THE MOONLIT SKY AND SPOTS THE SOARING FIGURE OF HIS UNIQUE PARTNER...

DOWN HERE, FALCON. I'VE BEEN INSIDE THE HOUSE...

GOOD DEAL! I KEPT THE GUARDS BUSY... THEY THOUGHT I WAS SOME GIANT NIGHT BIRD...

I FOUND OUT WHY MASON HARDING VISITS THE PLACE. I FOUND OUT WHY HE'LL RETURN AGAIN...

...BUT IT HAS NOTHING TO DO WITH THE MAD-BOMB!

THAT DOESN'T MATTER-- IF MASON HARDING DESIGNED THE BOMB, HE MUST KNOW WHERE IT'S BEEN PLANTED.

THE POINT IS THAT WE'VE GOT TO TAKE HIM DURING HIS NEXT VISIT TO THAT HOUSE!

WE CAN'T RISK A SHOOTOUT WITH HIS ARMED GUARDS -- HARDING'S DAUGHTER WILL BE CAUGHT IN THE CROSSFIRE!

THAT'S RIGHT. HARDING'S DAUGHTER IS THE REASON FOR HIS VISITS. SHE'S RECOVERING FROM AN ILLNESS. AND SHE'S NOT INVOLVED IN THE CONSPIRACY!

IN FACT, TO SEE HER--TO TALK WITH HER--IS A HAUNTINGLY MOVING EXPERIENCE-- NOTHING MUST HAPPEN TO THAT GIRL!!

OH, GREAT!! THAT'S JUST GREAT, MAN!! DOES THAT MEAN WE WAIT UNTIL SHE'S WELL ENOUGH TO LEAVE FOR A VACATION??

NO!! IF LUCK IS WITH US, SHE'LL BE ON THE BEACH HERE TOMORROW...

I HAVE A PLAN WHICH DEPENDS ENTIRELY ON HER SHOWING UP!!

ALTHOUGH THE SKIES ARE OVERCAST, THE FOLLOWING DAY, FATE SMILES ON THE FORTUNES OF CAP AND THE FALCON... CAROL HARDING APPEARS ON THE BEACH...

I HOPE HE MEANT WHAT-- WHAT HE SAID... I-I'D FEEL AWFUL IF HE DIDN'T COME...

SUDDENLY--!

THE MAN ON THAT HORSE--I-IT'S HIM! I JUST KNOW IT'S HIM!!

IT'S HER! IT'S CAROL HARDING! THIS IS GOING TO BE A FINE DAY AFTER ALL!

er--GOOD MORNING! THAT'S A BEAUTIFUL ANIMAL YOU'RE RIDING! IT MUST BE FUN TO TAKE HIM THROUGH THE SURF!

IF YOU'D COME TO JOIN ME, I'D BE GLAD TO SHARE THE EXPERIENCE!

YOU'RE VERY KIND. BUT, I--

I'M MERELY REPAYING KINDNESS WITH KINDNESS! JOIN ME, CAROL... YOU'RE MY GUEST, THIS TIME!

IT IS YOU, AFTER ALL!

THE NAME IS STEVE... I THOUGHT IT BEST TO LEAVE MY MASK AT HOME. YOU DESERVE AS MUCH HONESTY AND FAIRNESS AS A MAN LIKE MYSELF CAN GIVE!

THANK YOU, STEVE. I ACCEPT YOU AS A FRIEND-- AND A CHARMING MYSTERY...

GOOD! YOU'VE JUST EARNED YOUR FREE RIDE ON "KING-PIN!"

HE'S THE FINEST HORSE AT THE LOCAL RIDING ACADEMY. WHAT'S MORE, HE'S KNOWN TO BE GENTLE WITH THOSE WHO APPRECIATE HIM...

THE WEATHERMAN WAS WRONG... THIS IS GOING TO BE A MARVELOUS DAY...

BUT, CAROL IS UNAWARE THAT SHE'S BEEN TRAILED BY A HIDDEN ESCORT...

IDIOTIC CHICK! SHE'S FINALLY FLIPPED OUT! PICKING UP STRANGERS WILL LEAD TO TROUBLE!

TROUBLE FOR US! HE COULD BE A SHIELD AGENT!

I THINK IT'S TIME FOR HER TO SUFFER A PERMANENT RELAPSE! WHAT THE HECK--! SHE'S GONNA DIE SOONER OR LATER!

WE'LL GET 'EM BOTH! IF OLD MAN HARDING HOLLERS, WE CAN PUT THE BLAME ON SHIELD!

THEN YOU CAN MARK THIS ON THE TAB, TOO, MISTER!

WHA--! I-IT'S AN AIR ATTACK!!--BY A JOCK WITH WINGS!

WE'VE BEEN STAKED OUT!

KRAK!!

DIMWITS! WHEN YOU TRIED TO WASTE THAT GIRL, YOU BLEW YOUR OWN SAFETY MARGIN!

UGH!

SLAM!

AS THE FALCON SUBDUES HIS QUARRY, THE NEARBY SAND DUNES ERUPT WITH SHIELD AGENTS...

PUT THEM IN THE FREEZER, BOYS-- WE'VE GOT A BIG JOB AHEAD OF US!

DON'T WE KNOW IT! THE ACTION'S ABOUT TO START--BACK THERE AT THE ESTATE!!

HOLD STILL, YOU--!

THE SHOOTING'S STARTED! OUR MEN ARE RUSHING THE GUARDS AT THE ESTATE! I'LL MEET YOU THERE!

BAM! BAM! BRAAAAPP! WHAM

RIGHT ON, FALCON! GIVE 'EM HELL!

THE FALCON SOARS ALOFT LIKE A GIANT BIRD OF PREY! THE SOUNDS OF BATTLE RISE AND FALL, STIRRING HIS BLOOD LIKE A NATURAL INSTINCT HE MUST RESPOND TO!

I'M GLAD THE WAITING'S OVER. THIS PART OF THE WORK IS RISKY-- BUT IT'S THE BEST!

THE SHIELD MEN HAVE FORCED AN ENTRANCE INTO THE ESTATE! IT'S TAKE-OVER TIME!

INTO THE MAIN HOUSE! CLEAN IT OUT!

KEEP THOSE HANDS UP!

MORE SHOOTING!! THAT'S CERTAINLY A HOSTILE CROWD IN THERE!

INSIDE THE GREAT HOUSE, DEATH FLIES NOISILY IN ALL DIRECTIONS!! RESISTANCE TO THE RAID IS SAVAGE AND INTENSE! THE FALCON NOW REALIZES THE GRIM FATE THAT CAROL MIGHT HAVE SUFFERED IN THIS SHOOTOUT!

LET GO EASY, MISTER! OR I'LL DROP YOU HARD!! DO IT!! DO IT!!

OKAY! OKAY!-- I KNOW WHEN I'VE HAD IT!

BLAST YOU G-GUYS! I'LL--

AAA--!!

RUSH 'EM!! TAKE 'EM FAST AND DISARM THEM!!

DON'T CHASE THOSE WHO TRY TO USE THE REAR DOORS!! THEY'RE COVERED!!

AND, ON THE BEACH...

JUST RELAX, CAROL! THERE'S NOTHING LIKE A WARM FIRE TO HELP ONE ENJOY A BRISK DAY...

IS THERE SOMETHING WRONG? YOU SEEM--?

--JUST LISTENING. I THOUGHT I HEARD SOME LOUD NOISES IN THE DIRECTION OF THE ESTATE...

THE RAID IS ON! I KNOW THE FALCON WILL SEE IT THROUGH WITH MINIMUM DIFFICULTY!

PERHAPS I SHOULD CUT THIS OUTING SHORT AND GO BACK THERE...

NO, DON'T DO THAT. NOT YET... WE OWE EACH OTHER A LITTLE MORE TIME!!

YOU KNOW--ONE NEVER REALIZES HOW LONELY HE IS--UNTIL HE MEETS SOMEONE WHO LIVES WITH IT CONTINUALLY...

YOU, STEVE--? YOU--ARE LONELY?

YES--BECAUSE, IN THESE FEW MOMENTS WITH YOU, I'VE FOUND A SENSE OF QUIET CONTENTMENT I SEEM TO HAVE LOST SOMEWHERE IN THE DISTANT PAST...

BUT, THAT HARDLY SEEMS BELIEVABLE.

WHY? WHAT IS THERE ABOUT ME WHICH LEADS YOU TO SAY THAT? I MAY BE A VERY DULL FELLOW!

HORSE FEATHERS! YOU'RE A MAN WITH A RECORD OF MANY BATTLES! --A WONDERFUL MAN OF ACTION!

BUT, HOW CAN YOU POSSIBLY--? --HEY!--WHA--!!?

BLOP!!

GOODNESS--!

HAHAHAHA!
JAKE'S GARAGE
LOOKIT THE EXPRESSION ON THE COLLEGE BOY THERE! HAHA!
DON'T GET YER WIND UP, COLLEGE BOY. IT'S NOT LIKE YA GOT PUT IN THE HOSPITAL BY A BAD THROW--!
THAT'S TRUE, FELLAS. BUT IT WOULD BE NICE IF YOU PLAYED YOUR GAME IN SOME OTHER AREA...
IT'S A BIG BEACH... --LOTS OF SPACE... USE IT WISELY...

THE ANSWER TO CAP'S SUGGESTION RESULTS IN A RUDE TUG-OF-WAR...
TAKE IT EASY! I WAS GOING TO RETURN THE BALL!
SO RETURN IT! DON'T GIVE SPEECHES LIKE SOME POLITICIAN!
LET GO OF THAT BALL, COLLEGE BOY!
YOU HEARD 'IM!

--IF YOU INSIST, I'M ONLY TOO GLAD TO OBLIGE!!!
WHAP!

GET 'IM!-- UGH!!
POW!
W-WHERE DID THAT COLLEGE BOY GO??
SORRY, PIGGY!
YOU FELLAS STILL WANT TO PLAY GAMES?

OWWW! W-WHAT HAPPENED? Y'BELTED ME FLAT ON MY BACK!
COLLEGE BOY'S GOT SOME FAST REFLEXES-- BUT I'LL SLOW HIM DOWN!
DON'T ACT LIKE A CHILD! THROWING ROCKS IS A DANGEROUS SPORT!!

LOOK AT THE ROCKS HE LIFTS! COME ON-- LET'S SPLIT!!

THE GUY'S A NUT! HE MUST THINK HE'S CAPTAIN AMERICA!

THEY'RE GONE!

A LITTLE SIMPLE PSYCHOLOGY CAN MELLOW THE MOST AGGRESSIVE OF INTENTIONS!

IS THAT YOUR PHILOSOPHY-- CAPTAIN AMERICA?

WHAT!!? WHAT WAS THAT YOU SAID?

CAROL-- YOU SURELY DON'T BELIEVE--!

I SHOULD HAVE LOOKED BEYOND YOUR MASK LAST NIGHT...I SHOULD HAVE NOTICED THE REST OF YOUR COSTUME-- AND THAT-- SHIELD!

CAROL--THERE'S SO MUCH I CAN'T EXPLAIN...BUT BELIEVE THIS...WHATEVER CONFIDENCES I'VE SHARED WITH YOU-- HAVE COME FROM DEEP INSIDE ME...AND ARE OFFERED WITH GENUINE SINCERITY...

YES...I-- I BELIEVE THAT TOO!

I'M GLAD OF THAT...YOU KNOW, FOR A GIRL WHO'S HAD SO LITTLE COM-MUNICATION WITH PEOPLE, YOU DISPLAY AN AMAZING AMOUNT OF WISDOM!

THAT'S NOT SO DIFFICULT TO EXPLAIN, STEVE!

IT'S SAID THAT ALL TRUTH IS REVEALED TO THOSE WHO ARE ABOUT TO DIE...

TRAGEDY OF THE HEART IS MERELY THE LESSER OF THE BLOWS TO BE SUFFERED BY CAPTAIN AMERICA!!

DON'T MISS WHAT FOLLOWS IN THE NEXT ISSUE--WHEN CAP MEETS...

"THE MAN WHO SOLD THE UNITED STATES!"

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JV312

Stan Lee PRESENTS: CAPTAIN AMERICA™ AND THE FALCON™

IN THE BASEMENT OF AN OLD ESTATE, DESPERATE CONSPIRATORS LURK IN HIDING AS THEIR HUNTERS CLOSE IN UPON THEM -- IT IS ALMOST THE FINAL MOMENT IN AN EVIL GAME OF POWER--WITH THE TRUMP CARD ABOUT TO BE PLAYED--AND IT IS IRONIC THAT THE GOOD GUYS MUST DEPEND ON--

THE MAN WHO SOLD THE UNITED STATES

I'VE GOT TO MAKE CERTAIN THAT THIS HOUSE HAS BEEN CLEARED OF HUMAN RATS! AN ENTIRE SHIELD OPERATION DEPENDS ON IT!

WHEN I GIVE THE WORD-- JUMP HIM!!

EDITED, WRITTEN & DRAWN by JACK KIRBY * INKED by FRANK GIACOIA * LETTERED by GASPAR * COLORED by PHIL R. * CONSULTING EDITOR M. WOLFMAN

THERE IS A MOMENTARY **PAUSE** BEFORE THE SAVAGE ENCOUNTER--THEN, THE SUDDEN EXPLOSION OF FURY--THE DEATH-DEALING THRUST AND COUNTER-THRUST! THE **MECHANICS** OF AMBUSH EMPLOYED AGAINST A MASTER OF THE COMBAT ARTS BECOMES A **LOSING** GAME FOR THE ATTACKERS... ESPECIALLY WHEN CAP HAS A PARTNER WITH ALERTNESS OF THE HUNTING **FALCON!**

I SHOULD HAVE **KNOWN** IT! CAP WILL FIND A **HASSLE**, EVEN AT A TEA PARTY FOR EIGHTY-YEAR OLD **LADIES!**

HEY!! I'M TAKING A **HAND** IN THIS!!

I--I CAN'T HIT THAT **BIRD!** HE SLIPS IN BETWEEN THE BULLETS LIKE AN EEL!!

I-I **MISSED** HIM! BUT **HOW?** I HAD HIM DEAD ON **TARGET!!**

HE'S A **SUPER-HERO! SHIELD** IS USING SUPER-HEROES TO **SMASH** OUR SET-UP!

WHAT A **ROTTEN** THING TO DO!

SPANG!

PLOK!

SPEEOOW!

THE FALCON SOARS INTO BATTLE AS CAP TANGLES WITH HIS ATTACKERS!

UGH!!

KRAK!

WELCOME TO THE PARTY, FALCON!

SOME PARTY! SOME GUESTS!

WHEN THE SHIELD AGENTS RAIDED THIS ESTATE, THEY DIDN'T THROW THEIR NET FAR ENOUGH!

POW!

NOBODY'S PERFECT, CAP! SOME CORNERS IN THIS PLACE CAN HIDE AN ARMY OF TRAITORS!

LET'S HOPE THAT THESE ARE THE LAST OF THEM!

WAP!

I'LL ORDER ONE MORE CHECK OF THE PREMISES! SHIELD MUST BE IN CHARGE OF THIS PLACE WHEN OUR TARGET SHOWS UP!

YEAH-- MASON HARDING, INVENTOR OF THE MAD-BOMB-- THE WEAPON THAT COULD DESTROY THIS COUNTRY!

HE PAYS SECRET VISITS HERE, IN ORDER TO SEE HIS DAUGHTER. POOR KID... SHE'S GOT A SERIOUS AILMENT AND HAS BEEN KEPT ISOLATED IN THIS PLACE BY THE CONSPIRATORS...

HARDING CAN LEAD US TO THE BIG FELONS!! WHEN HE ARRIVES, WE'VE GOT TO BE READY TO NAB HIM!

AT THAT MOMENT...

ANY TROUBLE DOWN HERE? WE HEARD *SHOTS!*

WHAT'S THE *STORY!?*

WE FOUND "*THREE LITTLE PIGS...*"

THEY'RE IN *THERE...* SLEEPING IT OFF!

HOPE THEY DIDN'T GIVE YOU A HARD TIME! *WE'LL* TAKE 'EM FROM HERE!

THE REST OF THIS PLACE IS *CLEAN...* BUT WE'LL CHECK *AGAIN,* CAP!

THAT'S *FINE!*

HAVE YOU LOOKED IN ON *MISS HARDING?*

SHE'S *CALM* ENOUGH, AND COMFORTABLE, IN HER ROOM... *STILL,* SHE MAY HAVE *HEARD* THE SHOOTING!

THAT GIRL *MUSTN'T* STAY HERE A MOMENT LONGER...SHE'S TO BE TAKEN TO THE *MORGAN CLINIC* AND GIVEN THE *BEST* OF CARE!

IT SEEMS LIKE SOME PEOPLE INHERIT NOT ONLY THE *ILLS* OF THE BODY--BUT OF THE *WORLD,* FALCON!

DOES THE GIRL KNOW THAT HER FATHER'S *INVOLVED* IN THE *CONSPIRACY?*

SHE'S *ALWAYS* SUSPECTED IT--BUT SAID NOTHING, BECAUSE SHE *FEARED* THE OTHERS.

WELL, AT LEAST HER FEARS HAVE *ENDED.* ALL THAT CAROL FACES NOW IS *HEARTBREAK!*

I KNOW THAT FEELING. YOU'RE *BORN* WITH IT IN A GHETTO! IT CAN MAKE YOU *NEGATIVE* FOR LIFE--IF YOU *LET* IT!

KNOWING THE TRUTH IS THE *FIRST* POSITIVE STEP TOWARD ANY ADJUSTMENT! I THINK CAROL WILL BE *OKAY!*

CAROL HARDING SAYS **NOTHING** WHEN CAP ENTERS HER ROOM, BUT SHE **KNOWS** HE IS THERE...

CAROL... IT'S TIME TO GET READY... YOU MUST **LEAVE** THIS PLACE...

I--I **HEARD** THE NOISE!! IT SOUNDED LIKE A **SHOOTING** GALLERY...

IT WAS THE SOUND OF WAR... THE SETTLING OF A **DIF-FERENCE** IN PRINCIPLE. THAT'S WHY YOU MUST BE PLACED OUT OF HARM'S WAY!! IT'S **FAR** FROM OVER.

YOU'RE WAITING HERE FOR MY **FATHER**, AREN'T YOU!? AND WHEN HE GETS HERE-- YOU AND THOSE **SHIELD** AGENTS WILL--

WE WANT YOUR FATHER IN SOUND CONDITION! HE'S OUR **BEST** LEAD TO THE LOCATION OF THAT GIANT **MADBOMB**!

I-I DON'T KNOW WHAT YOU THINK OF MY FATHER-- BUT I **STILL** LOVE HIM!

THE **FATE** OF THIS COUNTRY DEPENDS ON WHAT HE **TELLS** US!

MAD-BOMB MODEL A-B

CODE NAME: "BIG DADDY"

GOOD MEN **OFTEN** GO WRONG! BUT YOUR DAD'S MADE THE BOO-BOO OF **ALL** TIME!

I MUST **SHARE** RESPONSIBILITY FOR THAT! **I'M** THE CAUSE FOR ANY BAD DECISION HE'S MADE!

I'VE BEEN AN **EMOTIONAL** AS WELL AS FINANCIAL BURDEN TO HIM... MY ILLNESS HAS COST US BOTH HEAVILY... EVEN IF I DIE, IT **WON'T** HELP TO FREE HIM NOW.

IF YOU **LIVE**, YOU MAY HELP HIM RECONSTRUCT THE PIECES OF HIS **OWN** LIFE--EVEN IF HE SPENDS IT IN **JAIL**!

YOU'RE A NICE MAN, CAPTAIN AMERICA. YOU'RE **NOT** A HATER--AND I **LOVE** YOU FOR THAT!

YOU'VE GIVEN ME UNDER-STANDING AND COURAGE-- AND ABOVE ALL, **THE WILL TO LIVE!!** I'LL NEVER FORGET YOU--**NEVER**!

GIVE YOURSELF A **CHANCE**, CAROL! GIVE THE **DOCTORS** A CHANCE!! THAT'S ALL IT TAKES TO LICK ANY PROBLEM--CONFIDENCE IN YOURSELF AND OTHERS...

I WISH YOU ONLY THE **BEST**!

MEANWHILE, AT THE PALATIAL ESTATE OF MALCOLM TAUREY, THE PRIME MOVER OF THE MADBOMB CONSPIRACY...

I DEMAND TO VISIT MY DAUGHTER, TAUREY! THAT WAS PART OF MY DEAL WITH YOU!

THE FEDS ARE THROWING A LOT OF HEAT AROUND, HARDING... YA GOTTA LAY LOW-- LIKE THE REST OF US!

EXPLANATIONS WON'T SUFFICE FOR AN ANXIOUS FATHER. IT WOULD BE WISE TO PUT HARDING UNDER RESTRAINT FOR THE PRESENT!

YOU HEARD MISTER TAUREY! WE'RE PUTTING YOU ON ICE UNTIL HE SAYS DIFFERENT! LET'S GO, HARDING!

YOU CAN'T DO THIS!-- NOT AFTER WHAT I'VE GIVEN TO YOUR CAUSE! NOT AFTER--

IT'S YOUR CAUSE, TOO, HARDING! LIKE IT OR NOT-- YOU'RE ONE OF US!

WITH THE HELP OF CAPTAIN AMERICA AND THE FALCON, THE GOVERNMENT HAS SMASHED A NUMBER OF OUR PROJECTS... MY LAST REPORT BY RADIO, INFORMED ME THAT SHIELD HAS TAKEN THE ESTATE-- AND YOUR DAUGHTER!

RIGHT NOW, OUR ENEMIES ARE WAITING THERE-- WAITING FOR YOU TO ARRIVE, HARDING!

NO! NO!

YES, HARDING! WE'RE GONNA GIVE THOSE FEDS WHAT THEY'RE EXPECTING-- DRIVEN BY REMOTE CONTROL-- WITH DUMMIES INSIDE, AND--

Y-YOU'RE MAD!-- ALL OF YOU!

M-MY CAROL IS THERE!! SHE'S IN DANGER!! DON'T YOU UNDERSTAND? I-I'VE GOT TO DO SOME-THING!! I-I--

YOU'LL DO NOTHING! YOU'LL BE KEPT UNDER GUARD UNTIL A DECISION IS MADE AS TO YOUR DISPOSAL!!

TAKE HIM TO HIS ROOM AND KEEP HIM THERE! I MUST ATTEND THE BALL, TO CELEBRATE THE END OF DEMOCRACY AND THE COMING OF OUR ELITE TO POWER!!

SOON AFTER--

GET IN THERE, HARDING--AND DON'T RAISE A FUSS!

IF YOU GIVE US A ROUGH TIME--YOU'LL REGRET IT!!

HARDING TAKES ADVANTAGE OF HIS PRONE POSITION... HIS HAND SNAKES TO A POCKET INSIDE HIS JACKET...

HAHAHA! IF HE GETS TRICKY, WE CAN SHOOT 'IM FOR TRYIN' TO ESCAPE!

TAUREY WON'T MIND! THIS GUY IS SLATED FOR THE JUNK HEAP ANYHOW!

WHEN HARDING'S HAND REAPPEARS, THERE IS A MINIATURE MECHANISM IN THE CENTER OF THE PALM... DESPITE ITS SIZE, IT IS A HIGHLY SOPHISTICATED MICRO-VERSION OF THE DREADED MADBOMB!

THE MECHANISM IS QUICKLY ACTIVATED, AND THE SONIC WAVES WHICH FLOW FROM ITS CIRCUITS EXPAND TO EVERY CORNER OF THE ROOM... THEY GAIN POWER AND INTENSITY--AND PROBE FOR THE NEAREST HUMAN MINDS...

IT IS ALMOST IMMEDIATELY APPARENT THAT THE SONIC MADNESS IS PENE-TRATING THE BRAINS OF HARDING'S GUARDS...

T-THEY'RE REACTING TO THE "MAD-WAVES!" THEY'LL SOON BE TOTALLY IRRATIONAL!

HEY!! I-I FEEL KINDA FUNNY--!

WHAT'S GOIN' ON!!

WHAT DO I CARE? GET OUTTA MY WAY! I'M GONNA KILL THAT OLD DUDE!

DON'T ORDER ME AROUND, YOU CREEP! IF ANYONE GETS THE FIRST SHOT AT HIM--IT'S ME!!

SUDDENLY--!

OH, NO, YOU DON'T--! BACK OFF! IF YOU BUG ME, I'LL--!

TRY IT!-- JUST TRY IT!! I'LL BLOW YOU AWAY!

THERE IS **NO STOPPING** THE DESTRUCTION THAT FOLLOWS IN THE WAKE OF THE HUMAN BRAIN GONE **PARANOID!**

AAAA!

POW! POW!

THIS'LL STILL YOUR LYING TONGUE!!

BAM!

HAHAHA!! I SHOWED HIM WHO'S THE **KING** OF THE HILL!! HAHAHA!!

GOT TO **USE** THIS GUN! IT'S MY **ONLY** CHANCE!

I SAW THAT! PUT THE GUN--**UGH!**

WAM!

WAM!

HARDING HAS TAKEN HIS RISK AND **WON!** NOW, WITH GUN IN HAND HE MAKES HIS **BID** FOR FREEDOM...

THE **SWINE!** I'VE HAD MY **FILL** OF THE ELITE AND ITS FOLLOWERS OF THE NEW AMERICA! **I'M GETTING OUT!!**

IN THE CORRIDOR OUTSIDE, THERE IS **EVIDENCE** THAT THE "MAD-WAVES" CAN REACH **BEYOND** THE WALLS OF A ROOM...

I'LL KILL YOU FOR THAT! I'LL KILL YOU!

I'M IN **LUCK!** THEY DON'T SEE ME!

USING THE **CONFUSION** TO COVER HIS MOVEMENTS, HARDING FINALLY REACHES A WINDOW WHICH LEADS TO ESCAPE!!

POW! **SOK!**

IT'S BETTER TO **PAY** FOR ONE'S MISTAKES THAN TO **CONTINUE** THEM!

MEANWHILE, AT THE ESTATE HELD BY THE **SHIELD** AGENTS, CAP IS AT THE OUTER GATE--WAITING--**WATCHING**--

IF HARDING IS TO ARRIVE AT ALL-- IT WOULD BE ABOUT-- **NOW--!**

A CAR!--**THE** CAR! THE **SHIELD** REPORTS DESCRIBED THAT MODEL **CORRECTLY!**

GOT TO **ALERT** THE MEN! **NOTHING** MUST GO WRONG!

THIS IS IT, GUYS! I'VE JUST SPOTTED **HARDING'S CAR!!**

DON'T BLOW YOUR COVER UNTIL YOU GET THE **ORDER!**

I'VE GOTCHA, CAP!

AS THE MEN POISE FOR THE MOMENT OF SURPRISE, CAP HURRIES TOWARD THE REAR...

ALTHOUGH THIS ENTIRE AREA IS **SURROUNDED**, I'D BETTER START THE ACTION WHERE OUR VISITORS LEAST **EXPECT** IT!

THEY'VE **STOPPED**! THERE'RE ONLY **SECONDS** LEFT TO MAKE OUR MOVE!

CAP HURDLES THE GREAT STONE FENCE WITH A **SILENT**, CAT-LIKE AGILITY...

THEN, AS CAP CLOSES IN ON HIS QUARRY, THE FALCON SUDDENLY **STREAKS** OUT OF THE NIGHT SKY!!!

NO, CAP! LOOK OUT!

I'VE BEEN TRAILING THAT CAR! IT'S A **SET-UP**!!

FALCON! LET ME GO!! WHAT ARE YOU DOING!?

CAP IS YANKED SKYWARD BEFORE HE CAN FINISH PROTESTING!--NEVER REALIZING THAT HIS LIFE IS HANGING ON THOSE FEW, PRECIOUS SECONDS...

BOOM!

DUMMIES!--THE CAR WAS FILLED WITH DUMMIES AND EXPLOSIVES!

IT WAS A CLEVER, DIABOLICAL TRAP! IT WAS MEANT TO DESTROY WHOEVER RUSHED THE CAR! THANKS FOR SAVING MY LIFE, FALCON!

IT'S EASIER THAN BREAKING IN A NEW PARTNER, CAP!

THIS MEANS THAT THE ENEMY KNOWS WE'VE TAKEN OVER HERE! HARDING HAS SLIPPED THROUGH OUR NET!

LATER, IN THE GREAT HOUSE...

THE BOYS ARE TAKING A COFFEE BREAK! I THOUGHT YOU MIGHT LIKE SOME...

COUNT ME IN... HOW ABOUT YOU, CAP?

MAKE IT TWO!

WELL, THIS LEAVES US HOLDING A BIG, FAT ZERO FOR EFFORT! HARDING WAS OUR ONLY PRODUCTIVE LEAD! NOW WHAT??

YOU'RE RIGHT!--NOW WHAT??

HOW DO WE FIND THAT "BIG DADDY" MADBOMB?

I'LL TELL YOU THIS! WE'VE GOT TO DO IT QUICKLY! THOSE CONSPIRATORS ARE GROWING AS DESPERATE AS WE ARE! THEY'LL SET THAT THING OFF PREMATURELY!

FRANKLY, CAP, WE CAN USE A MIRACLE!

AT THAT MOMENT--!!

CAP! FALCON! WE'VE GOT A BREAK LIKE YOU'D NEVER BELIEVE!

OUT WITH IT! LET'S HAVE IT!!

YEAH! IS IT BIGGER THAN A BREAD-BOX?

BIGGER AND BRASSIER! MASON HARDING JUST STEPPED OUT OF A CAB AND INTO OUR SWEATY LITTLE ARMS!

CAROL--! WHERE'S MY DAUGHTER CAROL?

OUR PIGEON SHOWED UP AFTER ALL!

COME IN, MISTER HARDING! WAITING FOR YOU TO VISIT CAN BE A FATAL EXPERIENCE!

I SAW THAT MESS OUTSIDE! I HAD NOTHING TO DO WITH IT!

FOR HEAVEN'S SAKE -- WHERE IS CAROL!?

SHE'S UNHARMED, SIR... I ASSURE YOU...

PLEASE SIT DOWN!

YOUR DAUGHTER IS WHERE SHE CAN RECEIVE THE FINEST IN MEDICAL TREATMENT...

BUT SHE'LL DIE WITH THE REST OF US -- IF THE BIG-DADDY MADBOMB GOES OFF!

WHERE IS IT, MISTER HARDING? YOU INVENTED IT! -- YOU MUST KNOW WHAT THEY'VE DONE WITH IT!!

I DO! I KNOW EXACTLY WHERE IT IS! BUT-- IF CAROL IS DRAGGED INTO THIS--I'LL TELL YOU NOTHING!!

MISTER HARDING! THERE ARE 240 MILLION PEOPLE INVOLVED MILLIONS OF CAROLS WHO MAY GO MAD--- AND DIE!

THINK, MAN, THINK!! THEY'RE ALL YOUR DAUGHTERS!

WHATEVER HAPPENS TO YOU--CAN IT BE AS BAD AS **KNOWING** WHAT YOUR INVENTION WILL BE USED FOR? **A MASS MADNESS WHICH WILL SET FAMILY AGAINST FAMILY!!**

I-IT **WASN'T** WHAT I INTENDED!! M-MY SONIC EXPERIMENTS WERE PERVERTED BY **OTHERS!!** THEY--THEY--!

WHERE IS THAT MAD-BOMB, MAN!? TELL US!!

YES! YES, **I WILL...** I--I NO LONGER CARE ABOUT **WHAT** HAPPENS TO ME! I--I--

OKAY, NOW CALM DOWN, MISTER HARDING-- AND GET IT OFF YOUR **CHEST...**

TAKE IT NICE AND **EASY.** GIVE IT TO US ANY WAY YOU CAN...

T-THANK YOU... I-I'VE BEEN UNDER **TERRIBLE** TENSION... YOU SEE... I'VE **BROKEN** WITH THE ELITE!

THEY WERE SO **PLEASANT** AT FIRST-- SO CHARMING AND **CONCERNED...** I-I'D BEEN FIRED FROM MY JOB AT DYNAMIC ELECTRONICS... I **NEEDED** MONEY TO TAKE CARE OF CAROL... I WAS READY TO GRASP AT ANY STRAW... YOU CAN'T IMAGINE WHAT IT WAS LIKE!

THE **ELITE** GAVE ME A CHANCE TO **WORK**-- WITH EXCELLENT PAY--AND A LAB-ORATORY **WITHOUT** EQUAL! I WAS ALSO PROMISED A POSITION OF **NATIONAL** IMPORTANCE IN EVENT OF THEIR **VICTORY!**

DREAMS-- BUILT ON THE **ASHES OF THE DEAD!**

LET HIM **TALK,** CAP! IT'S A QUARTER TO **DOOMS-DAY!**

THAT'S TRUE! THEY **WON'T** WAIT NOW... MY ESCAPE WILL DRIVE THEM TO **RASH** ACTION... WHEN THE MADBOMB **ACTIVATES,** I'LL HAVE SOLD THE UNITED STATES TO THOSE-- CREATURES!

NOT YET, OLD MAN... **NOT YET!**

THERE'S **STILL** TIME-- I-ISN'T THERE? NOW, LISTEN CLOSELY--OR YOU'LL **NEVER** REACH THE MAD-BOMB!

GIVE US THE **DETAILS** OF THEIR **SECURITY!** WE'LL GET THROUGH!

WAIT! YOU'RE HINTING AT SOME KIND OF SONIC PROTECTION, AREN'T YOU? THEY'LL GET US WITH **SONICS!**

PRECISELY! BUT I'VE DEVELOPED A MEANS TO COUNTER SUCH AN ATTACK! THAT'S HOW I ESCAPED WHEN MY GUARDS WERE **DRIVEN MAD!**

*HARDING THEN REVEALS HIS TINY **MADBOMB** FOR INSPECTION...*

WHAT'S **THAT!?** IT LOOKS LIKE A **MINIATURE--**

IT'S WHAT YOU THINK IT IS! WHEN I GIVE YOU **IMMUNITY** FROM ITS EFFECT, YOUR AIM TO DESTROY THE LARGE ONE WILL **SUCCEED!**

MEANWHILE, AT THE ELITE BALL, MALCOLM TAUREY ADDRESSES HIS FESTIVE CO-CONSPIRATORS...

LADIES AND GENTLEMEN! LET US DISPORT OURSELVES AS OUR NOTABLE **FOREBEARS** DID IN **THEIR** DAY...

THE MOMENT IS **NEAR,** WHEN A **NEW** ARISTOCRACY SHALL ARISE!

*TAUREY **BEAMS** WITH THE KNOWLEDGE THAT HIS VICTORY IS CLOSE...*

WE CAN'T WAIT, TAUREY! WE MUST STRIKE **NOW!**-- OR ALL THIS IS A **MEANING-LESS CHARADE!**

PATIENCE, HESHIN, **PATIENCE!** YOU MUSTN'T SHOW YOUR BARBARIC ZEAL! THIS IS A GENTEEL GATHERING...

HOWEVER, THE TIME **IS** AT HAND!

YOU BET IT'S AT HAND! SHIELD IS BREATHING DOWN OUR NECKS... IF THEY'VE GOT HARDING--THEY'VE GOT--US!!

YOU FORGET, WE HOLD THE WINNING CARD! WE'RE GOING TO PLAY IT!

IN HIS TRANSMITTING ROOM, TAUREY GIVES THE MOMENTOUS COMMAND...

MADBOMB CONTROL, SIR! WE HAVE YOUR SIGNAL!

NOW CARRY OUT THIS ORDER! ACTIVATE THE BOMB! SEND ITS WAVES ACROSS THIS COUNTRY!

NOW!

AND AT THE LOCATION OF THE SINISTER WEAPON--!

YOU GUYS HEAR THAT? THE ORDER'S COME FROM THE ELITE! ACTIVATE "BIG DADDY!"

YAHOOO! THIS IS OUR DAY!

WHEN "BIG DADDY" STOPS SCREAMING, WE'LL OWN THIS COUNTRY!

FROM THIS MOMENT ON--

ACTION! ACTION! ACTION!

DON'T MISS THE BIG BICENTENNIAL CLIMAX!

in "THE DAWN'S EARLY LIGHT!"

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ON THE 200TH ANNIVERSARY OF THE UNITED STATES

AMERICA WILL DIE!

AND ONLY CAPTAIN AMERICA CAN SAVE IT!

1941! The world at *war!* And in a secret laboratory, frail *Steve Rogers* became the American *super-soldier!* For four thrilling years, he fought the Axis powers—until a freak stroke of fate threw him into *suspended animation.* He woke in the mid-1960s, a man *twenty years out of his time.* Since that fateful day, Steve Rogers has sought his *destiny* in this brave new world.

Stan Lee PRESENTS: CAPTAIN AMERICA AND THE FALCON™

GREAT BATTLES USUALLY BEGIN IN THE **SILENT HOURS** BEFORE SUNRISE... THE ONE ABOUT TO TAKE PLACE IS OF AN **UNPRECENTED** NATURE--THE KIND ON WHICH THE **FATE** OF NATIONS DEPEND--AND IT NEEDS NOT ONLY THE SILENCE, BUT THE PRECISE TIMING OF **COURAGEOUS MEN** WHO KNOW EXACTLY WHAT THE **STAKES** ARE. THEY MUST NOT ONLY WRECK THE **MONSTROUS MADBOMB**, BUT, CAPTURE THE **WELL-GUARDED CONSPIRATORS** WHO MADE IT--
CAPTAIN AMERICA AND THE **FALCON** ARE IN **COMMAND!** AND THE JOB **MUST** BE DONE BY--

DAWN'S EARLY LIGHT!

WE'VE REACHED THE GROUNDS OF THE *TAUREY ESTATE*, MEN! COMBAT TEAM, STAY WHERE YOU *ARE*-- TECHNICIANS, *FRONT AND FORWARD!* WORK QUIETLY! WORK FAST! AND *BE CAREFUL!!*

EDITED, WRITTEN and DRAWN by
JACK KIRBY
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colorist: DON WARFIELD
CONSULTING EDITOR: MARV WOLFMAN

JV 342

THE TECHNICIANS APPEAR AND FALL TO WORK UPON A STRANGELY CONSTRUCTED MACHINE...

CAREFUL, GUYS...THIS THING COULD GO OFF...

NOT WHILE I'VE BLOCKED OUT THE ACTIVATING MECHANISM...

I'M DISMANTLING THE SONIC TUBE SECTION...

THIS IS A SONIC WAVE PROJECTOR...IT'S GOT ENOUGH POWER TO WIPE OUT A COMPANY OF MEN...

THE INFORMANT IS THE KEY TO THIS OPERATION. HE KNEW ALL--AND TOLD ALL...

THANKS TO YOUR INFORMANT, WE WERE PREPARED TO DEAL WITH IT. HAD WE GONE IN COLD--WELL--THAT WOULD'VE BEEN ANOTHER BALL GAME!!

STAND BACK, CAP... THIS DANGEROUS LITTLE GADGET IS THE ACTIVATOR!

ONCE I SNIP THESE WIRES, WE'VE GOT IT MADE...THIS SONIC ARTILLERY BECOMES MERE JUNK!

THE WIRES ARE CUT-- AND CAP SIGNALS THE "ALL CLEAR!"

WE CAN MOVE AHEAD NOW-- LET'S ROLL!

IT'S ALL SHAPING UP LIKE THE INFORMANT SAID. THE OUTER WALL IS OUR NEXT OBJECTIVE!

THE TRICK IS TO GET OVER IT WITHOUT STARTING A FRACAS!

YEAH, WE CAN HOLD DOWN CASUALTIES IF WE SURPRISE THEM--

BREAK OUT THE PERI-SCOPE AND CHECK THE OTHER SIDE...

PREPARED FOR EVERY CONTINGENCY, THE COMBAT TEAM USES ITS PERISCOPE.

OKAY!

WE'RE IN LUCK... I SEE ONLY ONE SENTRY ON DUTY. THE ENEMY DIDN'T EXPECT INTRUDERS TO MAKE IT PAST THAT SONIC KILLING MACHINE--

WE'RE GOING OVER THE WALL. YOU KNOW YOUR JOB-- DO IT QUIETLY--

--BUT, REMEMBER-- THERE'S MORE THAN ONE MERCENARY STATIONED ON THIS ESTATE... IF WE FOLLOW OUR PLAN TO THE LETTER, WE CAN TAKE THIS BUNCH BEFORE THEY'VE REALIZED WHAT'S HIT THEM!

LET'S GET THIS SHOW ON THE ROAD!

IT'S GREAT TO WATCH CAP AT WORK. HE'S A REAL PRO!

HIT 'IM, CAP-- HIT 'IM!

IF WE WORK THE "SURPRISE" RIGHT, WE COULD TAKE THIS PLACE WITHOUT FIRING A SHOT!

THE ASSAULT FORCE MOVES ON--COVERING GROUND FREE OF HIDDEN MENACE. NOW, IT MUST CONTEND WITH THE HUMAN FACTOR--THE ARMED "MERCENARY-FOR-HIRE!"

SCRATCH ONE SENTRY. THE MAIN GROUP IS UP AHEAD!

THE ARCHED GATE LEADING TO THE MANOR HOUSE IS REACHED--CAP SIGNALS FOR CAUTION...

LOOKS LIKE THE PALACE GUARD IS ACTIVE ON A "ROUND THE CLOCK" BASIS...

WHAT'S UP--?

FOR A FLEETING MOMENT, CAP SURVEYS THE OPPOSITION... THE IMMEDIATE ENEMY IS A SQUAD OF MERCENARIES, PREPARING TO EMBARK ON A PATROL OF THE GROUNDS...

KEEP AWAKE!! LIFT THOSE FEET! LET'S SEE YOU EARN YOUR PAY!--HUP-HUP-HUP--!

SUDDENLY, CAP CHARGES INTO VIEW...

HOWDY!

ZOK!

HEADS UP, FELLAS! HERE'S A NEW TRICK YOU CAN ADD TO YOUR DRILL AND CHALK UP TO EXPERIENCE!

HEY! WHA--!!?

WHERE DID HE COME FR-- UGHH!!

POW!

BAAMM!

HA HA! THAT'S THE BEST SHOT WE'VE SEEN OUTSIDE A BOWLING ALLEY!!

NO CRACKS! MOVE ON! THINGS MAY GET A LOT GRIMMER UP AHEAD. GO, GO!

THE SHIELD "SWAT" FORCE CONTINUES ON... IT RUNS... IT PAUSES... AND, CAP, IN THE LEAD, TAKES THOSE SECONDS TO REFLECT ON THE FATE OF THE "OTHER" GROUP, WHICH HAS BEEN ASSIGNED TO DESTROY THE "MADBOMB"...

THINGS ARE GOING WELL HERE... I WONDER IF THE FALCON AND HIS BOYS HAVE BREACHED THAT BOMB EMPLACE-MENT?

AT THAT MOMENT, THE FALCON SWEEPS IN UPON HIS OBJECTIVE... "OPERATION MADBOMB" HAS BEGUN...

THE ENEMY IS UNAWARE THAT THIS IMMEDIATE AREA HAS BEEN BLOCKED OFF... GOT TO STRIKE BEFORE THEY SMELL A TRAP...

THE SKY IS CLEAR ABOVE PHILADELPHIA... EVERYTHING SEEMS NORMAL, BUT IT ISN'T! AMONG THE CLUSTERED BUILDINGS, A GIANT MADBOMB IS HIDDEN...

ONCE THE MADBOMB IS ACTIVATED, IT WILL TRANSMIT POWERFUL "MIND-WAVES" THAT WILL REACH FAR BEYOND THE TAUREY TOWERS BUILDING UP AHEAD.

MADNESS, CARRIED LIKE A PLAGUE-- FASTER THAN ANYTHING THAT FLIES COULD TAKE IT!!

THE "MADWAVES" WILL ENCOMPASS THIS ENTIRE NATION AND INVADE THE MIND OF EVERY AMERICAN. WHEN THE CHAOS IS OVER, THE CONSPIRATORS BEHIND THE BOMB WILL PICK UP THE PIECES...

THAT'S WHY IT MUST BE STOPPED!! AND STOPPED HERE, IN THE TAUREY TOWERS-- WHERE THE BOMB COULD START SCREAMING ANY SECOND!!

IT'S A *CRUDDY* JOB TO BE DOING, IN THE VERY HOUR OF AMERICA'S *BICENTENNIAL CELEBRATION!* --AN IRONIC DEAL FOR A *BLACK MAN*, TOO!!

--THE DIRECT DESCENDANT OF A COTTON-PICKIN' *SLAVE...*

PERHAPS, THIS IS THE *VERY* REASON THAT A BLACK MAN *MUST* DO THIS JOB-- SO THAT SLAVERY CAN *NEVER* HAPPEN AGAIN! NOT HERE--*NOT ANYWHERE!*

GOT TO BE CAREFUL! THERE'S A *HIDDEN* SONIC BATTERY IN OPERATION AGAINST *INTRUDERS!!*

HAVEN'T SPOTTED A CUSTOMER *ALL DAY...* IT SHOULD BE *SAFE* TO TAKE A SHORT BREAK...

WE *WON'T* NEED THIS PRECAUTION MUCH *LONGER*-- I HEAR THAT THEY'RE SETTING OFF "*BIG DADDY!*"

GREAT! WHEN THAT MONSTER IS THROUGH SCREAMING, *WE'LL* BE RUNNING THIS COUNTRY FOR THE "*CHOSEN*" *ELITE!*

IT'LL MEAN MOPPING UP *200 MILLION RAVING KOOKS*--BUT, IT WON'T BE AS *TOUGH* AS IT SOUNDS!

200 MILLION *FLUNKIES*, TO FETCH AND CARRY FOR *US* AND THE ELITE!! WE'LL LIVE LIKE *KINGS*, PAL!

IT HASN'T HAPPENED YET, YOU SCHEMING DUM-DUMS!

KRAAK!!

THE FALCON'S STEEL MUSCLES **RELAX** AS THE TWO MERCENARIES **SLUMP** TO THE FLOOR--

THEIR KIND OF JIVE SURE CAN *IRRITATE* A DUDE... WHILE THEY SLEEP IT OFF, I'LL *CONTACT* THE STRIKE FORCE--

WHEN THE FALCON'S GLOVE IS PEELED AWAY, A "**WRIST TRANSMITTER**" IS REVEALED.

FALCON TO STRIKE FORCE! ALL CLEAR FOR LANDING ON NORTH SIDE OF TOWER!

THE TIME IS NOW!-- THE TIME IS NOW!

A SQUADRON OF HELI-COPTERS DROPS FROM THE CLEAR, BLUE SKY TO *DISGORGE* THE FIGHTING MEN ASSIGNED TO "OPERATION MADBOMB!"

WE'RE DOWN!

LET'S GO!

LINK UP WITH THE FALCON!

SOON AFTER--

THERE HE IS!

I *SQUASHED* SOME LIGHT RESISTANCE, HERE -- BUT, I EXPECT THE *ROUGH* STUFF TO HIT US WHEN WE GET CLOSE TO THE *MADBOMB!*

WHAT'S THE STORY ON THE *OPPOSITION*, FALCON?

LET'S GET *CRACKIN'*, WHILE WE CAN STILL *SURPRISE THEM!*

A TV MONITOR SUDDENLY FLASHES ON... THE FALCON STARES AT THE **STARTLED** FACE ON THE SCREEN...

OH-OH! THERE GOES OUR ELEMENT OF SURPRISE!

WHA--!? WHO IN BLAZES ARE YOU!?

DON'T YOU *KNOW* ME, CHUM? I'M YOUR *UNCLE SAMMY!*-- I DROPPED IN TO *HELP* YOU PLAY WITH YOUR *TOYS!*

FEDS!--

DARN RIGHT, YOU *SNAKE-EYED* ANIMAL!

SMASH!

WITH *LITTLE* TIME TO LOSE, THE FALCON BARKS HIS ORDERS AND *CHARGES* FORWARD!

RIP 'EM OFF, MEN! SMASH EVERYTHING THAT STOPS YOU!

KEEP GOING UNTIL WE'VE WRECKED THAT MADBOMB!

GOT'CHA, FALCON!

THE STRIKE FORCE BREAKS INTO THE *CORRIDORS* LEADING TO THEIR *OBJECTIVE...*

NO TROUBLE OUT *HERE*, FALCON!

THEN IT'S *WAITING* FOR US UP AHEAD! I'LL JUST FIND OUT *WHERE* IT IS!

AT THE *END* OF THE CORRIDOR, THE FALCON IS MET BY A *SAVAGE* FUSILLADE OF *GUNFIRE!*

"SEEK, AND YE SHALL FIND!"

WAM!

POW!

POW!

POW!

BARELY ESCAPING WITH HIS LIFE, THE FALCON REACHES HIS MEN AND CALLS FOR A COUNTER-ATTACK!!

BAM! BAM!

BRING UP THAT RECOILLESS RIFLE!

IT'S A PERFECT WEAPON FOR SHOOTING AROUND CORNERS!

THE STRANGE WEAPON LAUNCHES ITS ROCKET... THE CORRIDOR SHAKES FROM THE IMPACT!

WAAM!

WE'VE FLATTENED 'EM!

ON YOUR FEET!-- AND DOUBLE TIME IT! OUR WORK'S JUST STARTED!

MEANWHILE, AT THE TAUREY ESTATE, CAP AND HIS MEN HAVE ADVANCED TO A BARRACKS HOUSING MERCENARY GUARDS--

THEY LOOK MIGHTY RELAXED IN THERE...

THIS SMOKE GRENADE WILL CHANGE THINGS! AT LEAST, IT WILL COUGH UP SOME ACTION!

COULDN'T HELP THE PUN, CAP!

CRASH!

COUGH-

COUGH!

COUGH!

COUGH!

DROP YOUR WEAPONS! COME OUT WITH YOUR HANDS UP!

THEY'LL COME OUT, AS TAME AS LAMBS!

WHILE PRISONERS ARE TAKEN, CAP AND A DETAIL OF MEN REACH THE MANOR HOUSE!

SOUNDS LIKE A BALL GOING ON IN THERE, CAP--

THANKS TO LUCK AND GOOD TIMING, WE CAN NOW CRASH THE PARTY!! LET'S PAY OUR RESPECTS TO THE ELITE!

CAP OPENS THE DOOR WITH ALMOST PAINFUL SLOWNESS-- BUT THE GUARD REACTS TO THE SLIGHTEST SOUND.

LOOKS LIKE THEY'VE HIRED AN EVIL GEORGE WASHINGTON AS A BOUNCER...

HE PACKS A HEATER, TOO!

AS CAP DRAWS CLOSE, THE BUTLER WHIPS OUT THE WEAPON... BUT SECONDS TOO LATE.

UGH...!!

BAM!

NAUGHTY, NAUGHTY!

WE'VE HIT THE JACKPOT, FELLAS. IT LOOKS LIKE THE ENTIRE ELITE HAS GATHERED HERE FOR A VICTORY COSTUME BALL!

VICTORY FOR THEM MEANS IGNITING THE "MAD-BOMB!

A GLIMPSE INTO THE GREAT MANOR HALL CONFIRMS THIS, AS WILLIAM TAUREY, LEADER OF THE CONSPIRACY, ADDRESSES HIS FOLLOWERS...

REJOICE, FRIENDS! I'VE GIVEN THE ORDER TO ACTIVATE THE GIANT MADBOMB! ITS WAVES ARE THIS MOMENT, INUNDATING THE COUNTRY WITH PARANOIA!! WHILE THE CITIZENRY DESTROYS ITSELF-- WE SHALL BEGIN OUR FESTIVITIES--

IF THE FALCON'S STRIKE FORCE HAS DONE ITS JOB, THESE FESTIVITIES WON'T LAST LONG...

BUT, AT THE TAUREY TOWERS BUILDING, RESISTANCE HAS MOUNTED -- THE FALCON AND HIS MEN ARE BOGGED DOWN IN BATTLE...

KEEP THE PRESSURE ON THEM, BOYS!

POW! POW! POW!

WAM!

THE FALCON WEAVES THROUGH A RAIN OF BULLETS IN A DESPERATE ATTEMPT TO REACH THE MOST IMPORTANT ROOM IN THE BUILDING!!

NOTHING'S GONNA STOP ME, NOW--! NOT EVEN KING-SIZE ARTILLERY!

WHAP!

THEN--!

CRA-SSH!!

IT'S NOW, OR NEVER!

THE FALCON SMASHES INTO THE ROOM HE SEEKS AND CONFRONTS A SONIC MONSTER...

THE "BIG-DADDY" MADBOMB!

IT'S BEING ACTIVATED!

THAT FLYING FED HAS BROKEN THROUGH!! WE'VE GOT TO STOP HIM!!

HOLD HIM OFF!! THE BOMB ISN'T FULLY CHARGED!! I NEED TEN SECONDS!

THE FALCON PLOWS IN AND STRIKES HARD! HE HAS TEN SECONDS TO SAVE HIS COUNTRY!

POW!

HE QUICKLY REACHES HIS FINAL OPPONENT AND DISPATCHES HIM IN FRENZIED HASTE!!

GET OUT OF MY WAY!!

KRAK!

A-A!

THEN, HIS GREAT FIST CLOSES ON THE ACCELERATION SWITCH OF THE SONIC FEEDER...

MUSTN'T FORGET THE DETAILS OF MY BRIEFING! GOT TO PULL THIS LEVER DOWN TO MAXIMUM SONICS!

MAXI

THE MADBOMB WHINES AS ITS SONIC BUILD-UP INCREASES AT TRIPLE ITS RATE...

I-I CAN FEEL THE MIND-WAVES--THEY MUST BE INCREDIBLY POWERFUL--!

THE SONIC INCREASE JUMPS TO TENFOLD!

A-A-A-A-A!!

A STORM IS RISING IN THE MADBOMB--A SEETHING MASS OF SOUND WHICH RIPS INTO THE FALCON'S BRAIN WITH BRUTAL FORCE!!

AAAAAA!

THE STORM IS NOW A DISASTER IN THE MAKING!! THE ROOM TREMBLES! EQUIPMENT VIBRATES AND CRACKS!! BUT, THE FALCON HANGS ON DOGGEDLY!!

THEN, THERE IS NOTHING TO HOLD ONTO... EQUIPMENT CRUMBLES...THE AIR FILLS WITH FLYING DEBRIS...

SONIC CHAOS TAKES HOLD! THE GREAT ROOM IS UNABLE TO CONTAIN THE ROARING TORNADO--WHICH IS TEARING IT APART!

EEEE

THUS, THE HUGE TOWER ATOP THE TAUREY BUILDING BEGINS TO SHOW SIGNS OF STRESS...PIECES OF IT FLAKE OFF AND HURTLE INTO SPACE.

KKKRRAAKK!!

IT DISINTEGRATES RAPIDLY. AN UNSEEN FORCE FROM WITHIN SEEMS TO BE POUNDING ITS WAY TO THE OUTSIDE.

KRAASSSH!

WHEN ITS OUTER COVER IS GONE, THE GIANT MADBOMB STANDS REVEALED, STRICKEN BY ITS OVERBURDENED CAPACITY TO DEAL WITH A RUN-AWAY SONIC HOLOCAUST...

SSSKKRREEE!

UNAWARE OF WHAT IS TRANSPIRING IN THE CITY, WILLIAM TAUREY AND HIS ELITE TOAST A FUTURE ALREADY ON ITS WAY OUT...

LET US DRINK TO OUR NEW AMERICA AND TO THE GLORIOUS YEARS THAT LIE BEFORE US--WHAT WAS DONE BY REBELS IN 1776--WE HAVE FINALLY, UNDONE...

HEAR, HEAR!

TO WILLIAM TAUREY, OUR LEADER! TO GENERAL HESHIN AND HIS MERCENARIES! WE DRINK THIS TOAST!!

MAY OUR LEADERS GREATEST WISH BE FUL-FILLED!

YES! MAY THE DEATH OF WILLIAM TAUREY'S ANCESTOR AT THE HAND OF A CONTINENTAL REBEL BE AVENGED!

NEVER FEAR! THAT DUEL, FOUGHT 200 YEARS AGO, WILL COME FULL CIRCLE WHEN I FIND THE DESCENDANT OF CAPTAIN STEVEN ROGERS!

GENERAL HESHIN WILL FIND THIS WEAKLING--AND I SHALL DEAL WITH HIM! SOMEWHERE, THERE IS AN ARMY REJECT CALLED STEVE ROGERS. HE SHALL PAY FOR WHAT HIS ANCESTOR DID!

GOOD GRAVY! HE'S AFTER ME!

I READ ABOUT THAT DUEL IN AN OLD DIARY LEFT TO MY FAMILY BY CAPTAIN STEVEN ROGERS--HE INTERCEPTED A CERTAIN WILLIAM TAUREY, WHO WAS RIDING TO INFORM THE BRITISH OF WASHINGTON'S ADVANCE.

STEVEN ROGERS FOUGHT A DUEL WITH THIS TURN-COAT--AND KILLED HIM!!

MEANWHILE, TAUREY RANTS ON...

OH, HOW GRATIFYING IT WILL BE TO COME FACE TO FACE WITH THIS SCARECROW, ROGERS! I'LL MAKE HIM CRAWL FOR MERCY. BUT HE SHALL FIND NONE!

CAP RESPONDS TO THIS SPEECH AS IF IT WAS HIS CUE TO STEP FORWARD... HE DOES--

WH-WHAT IN TARNATION!!

IT SEEMS I'VE BEEN INVITED HERE, AFTER ALL! WELL, HERE I AM!

CAP'S APPEARANCE CAUSES A STIR OF SHOCK AND SURPRISE AMONG THE ASSEMBLED ELITE!

STAY WHERE YOU ARE, LADIES AND GENTLEMEN--THE TAUREY ESTATE IS OCCUPIED BY FEDERAL FORCES--YOU'RE ALL UNDER ARREST!

Y-YOU DARE TO--!

YES, I DARE, TAUREY! WHAT'S MORE, I'M GOING TO HELP YOU SETTLE YOUR GRIPE...

GIVE ME TWO PISTOLS, SERGEANT!

YOU'VE GOT 'EM, CAP--

NOW, TAUREY, YOU'VE GOT YOUR WISH! I KNOW STEVE ROGERS WELL ENOUGH TO STAND IN FOR HIM!! HIS HONOR IS AS SACRED TO ME AS MY OWN--

Y-YOU DEMAND S-SATISFACTION FOR MY INSULTS?

NO! I WANT TO CLEAR THE AIR OF AN OLD, FESTERING SORE! WE'LL REPLAY THE DUEL, TAUREY--BETWEEN, THE CONTINENTAL AND THE TURNCOAT!

MY PISTOL IS POINTED AT YOUR CHEST! I CAN KILL YOU NOW!

OR I MAY KILL YOU--FEEL THAT PISTOL BARREL?

GO AHEAD, TAUREY! YOU'LL NEVER GET A BETTER CHANCE TO GET YOUR ROCKS OFF!

IT TAKES GUTS--NOT TALK--TO FIGHT A DUEL!

TAUREY'S EYES BLAZE IN ANGER! HIS FINGER TIGHTENS ON THE TRIGGER... HE ACHES TO KILL HIS ADVERSARY... BUT HE KNOWS THAT DEATH CAN CLAIM HIM, TOO...

IT'S NOT EASY TO PUT YOUR LIFE ON THE LINE, IS IT, TAUREY...? THAT'S WHY YOU HIRE UNDERLINGS TO DO YOUR DIRTY WORK...

YOUR BEEF IS HATE, TAUREY--NOT THE LOSS OF HONOR...

TAUREY JAMS HIS PISTOL HARD INTO CAP'S CHEST! IF HE IS GOING TO FIRE, IT WILL BE NOW!!

I'LL-- I'LL--!

BUT, THE MOMENT PASSES. TAUREY'S TRIGGER FINGER GOES SLACK AS HE LOWERS THE WEAPON...

BAH!! THIS IS RIDICULOUS!! I'D BE A FOOL TO PLAY THIS STUPID LITTLE GAME.

IT WAS NO GAME TO ME, TAUREY!

CAP'S CONTEMPT IS UNDISGUISED AS HE TAKES TAUREY'S PISTOL...

IT'S YOUR GAME THAT'S COME TO AN END, TAUREY! YOUR TRY FOR POWER IS FINISHED!

AT THAT MOMENT, PHILADELPHIA IS ROCKED BY A VIOLENT EXPLOSION!!! THE MADBOMB DISINTEGRATES ON ITS LOFTY PERCH...

BOOOM!!!

ON A LOWER FLOOR OF THE TAUREY BUILDING--

THAT CLOSES THE MADBOMB FILE!

LUCKY, WE GOT THE FALCON OUTTA THAT ROOM BEFORE IT BLEW!

I'LL CONTACT CAP, AND RELAY THE GOOD NEWS.

I'D LIKE TO TALK TO HIM BEFORE YOU GIVE HIM THE DETAILS...

TAKE THE "WALKIE TALKIE"! I'VE MADE CONTACT--

THANKS...

HELLO, CAP! IT'S "A-OK" HERE! "HOW STANDS THE NATION?"

THERE'S NO DOUBT, NOW, FALCON! "THE NATION STANDS!"

RING THE LIBERTY BELL AND SET OFF THE FIREWORKS!! -- BUT DON'T WALK ON ZERO STREET WHEN THE MOON IS FULL!

COMING NEXT:

THE NIGHT PEOPLE!

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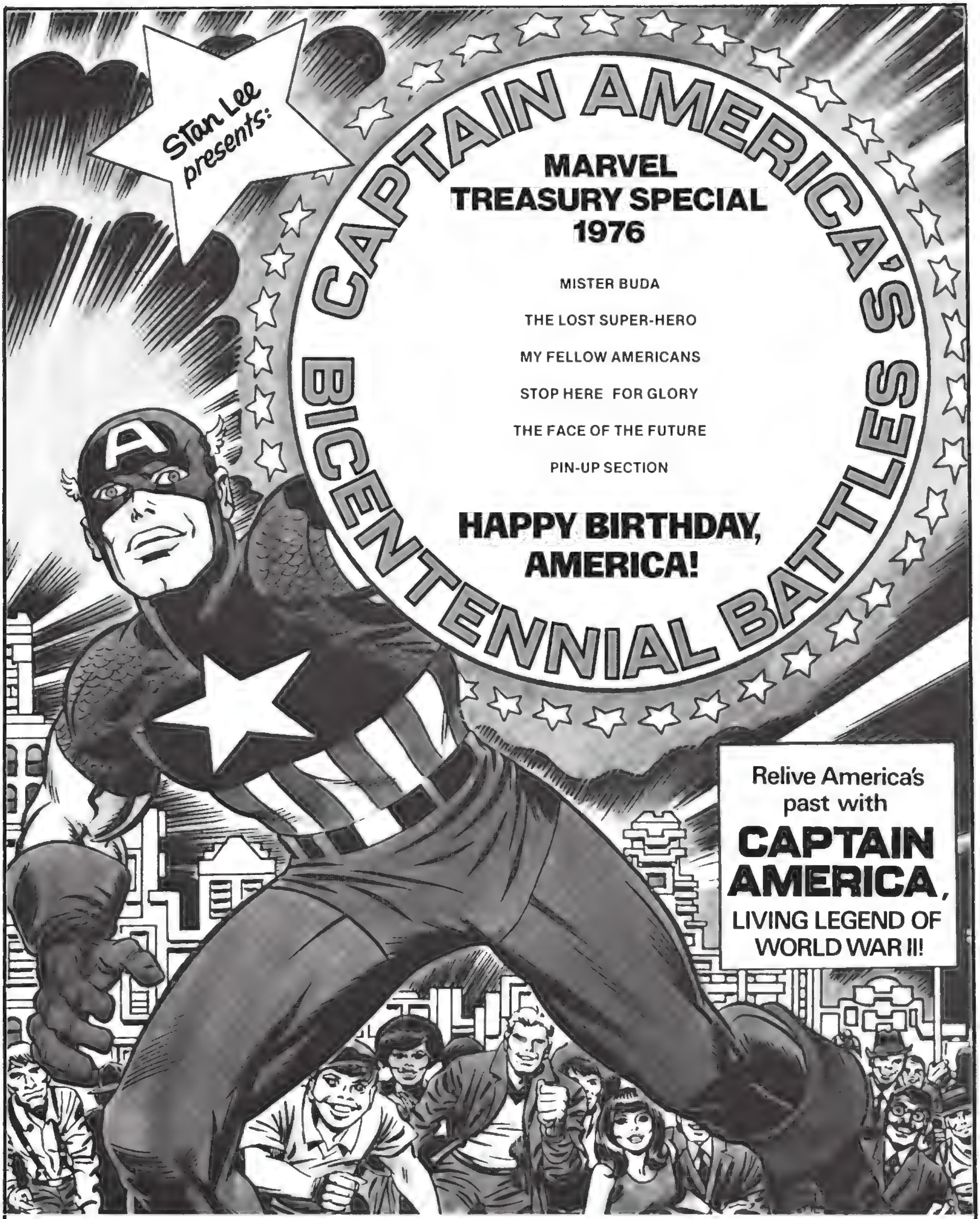
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MISTER BUDA
THE LOST SUPER-HERO
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STOP HERE FOR GLORY
THE FACE OF THE FUTURE
PIN-UP SECTION
HAPPY BIRTHDAY, AMERICA!
Relive America's past with CAPTAIN AMERICA, LIVING LEGEND OF WORLD WAR II!

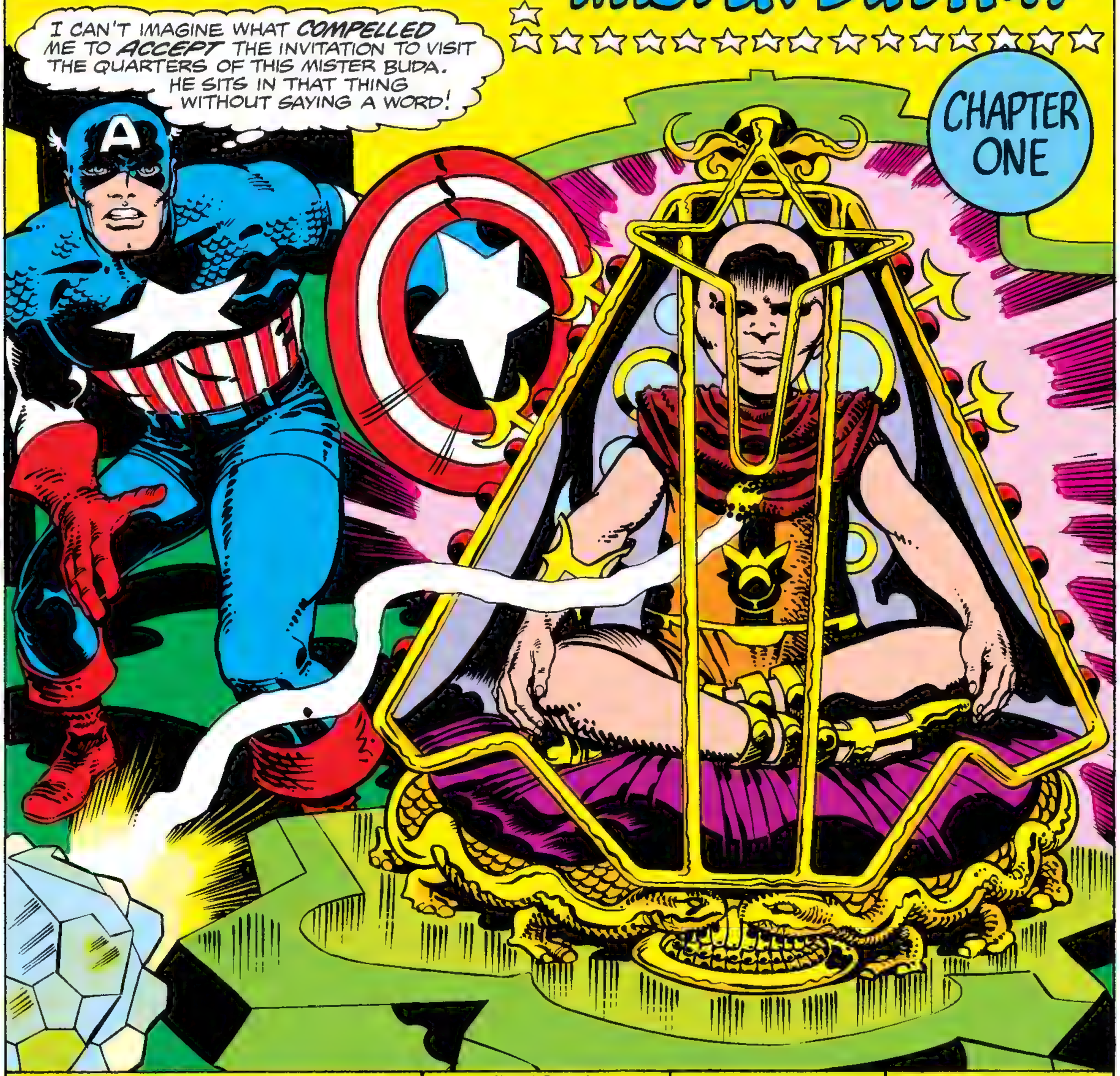
HISTORY IS PEOPLE!

IT IS PEOPLE THAT SHAPE THE IMAGE OF A NATION! THE YEARS AND EVENTS THAT FILL THE RECORD OF THE PAST ARE ONLY A PALE REFLECTION OF THE MOTIVES WHICH MOVED AMERICANS FROM OUR EARLY RUSTIC BEGINNINGS TO THE NERVOUS PRESENT, TO MAKE OUR **BICENTENNIAL** CANVAS A MURAL OF AWESOME POWER. IN THIS TREASURY SPECIAL, WHO BUT

CAPTAIN AMERICA

IS QUALIFIED TO RIDE THE RANGE OF **TWO CENTURIES** IN SEARCH OF THOSE WHO LIVED -- THOSE WHO ARE **HERE** -- AND AMERICANS **YET TO COME!!!** **HE WILL MAKE THE JOURNEY!**
BUT NOT WITHOUT THE HELP OF --

MISTER BUDA!!!



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CAPTAIN AMERICA IS **STARTLED** BY THE SUDDEN APPEARANCE OF A DRIFTING SPHERE OF RADIANCE! WITHIN ITS ESSENCE IS A **STRANGE** APPARITION...

WELCOME, SIR-- WELCOME TO THE HUMBLE ABODE OF **MISTER BUDA**...

HOLY TOLEDO!

THE **PHANTOM** FIGURE STREAKS PAST HIS MYSTIFIED GUEST AND **PENE-TRATES** THE STRUCTURE BEFORE HIM!

THERE IS A **MERGING** OF THE GHOST-LIKE HUMAN WITH HIS SOLID COUNTERPART. THEN--

THE MAN IN THE CONTRAPTION-- HE'S **OPENED** HIS EYES! IT'S AS IF HE'S SUDDENLY, COME TO **LIFE**...

MY JOURNEY IS **OVER**... IT'S GOOD TO BE BACK...

THE DOOR OF THE STRUCTURE FLINGS WIDE, AND THE STRANGE LITTLE MAN EMERGES...

YOU'VE PROBABLY **NEVER** SEEN AN **ENERGY PYRAMID**, SIR-- BUT THEY ARE A VITAL AID TO THE PROCESS OF **ASTRAL PROJECTION**...

I'LL ADMIT THAT WAS A **FIRST** RATE TRICK. IF HYPNOTISM IS YOUR GAME, YOU KNOW IT **WELL**...

CAP'S HOST RECEIVES THIS "PUT DOWN" WITHOUT COMMENT-- HE BOWS POLITELY AND SAYS--

I AM MISTER BUDA, A MASTER IN THE ART OF SORCERY. I'VE GAINED AS MUCH REKNOWN IN MY LAND AS YOU HAVE IN YOURS, SIR...

GAINING REKNOWN IS NOT MY BAG, SIR. MAY I ASK WHY YOU INVITED ME HERE?

IF YOU'RE TEACHING A COURSE IN TRANSCENDENTAL MEDITATION -- OR SOMETHING LIKE THAT--

I MERELY TEACH PEOPLE TO BELIEVE, SIR... IN DOING SO, THEY UNDERSTAND ALL TIME AND SPACE.

THE DOORS TO ETERNITY FLY OPEN! THUS, YOU CAN VIEW THINGS WITH A UNIVERSAL EYE--SUCH AS A SYMBOL OF YOUR COUNTRY-- YOU COULD VIEW IT AS YOU NEVER HAVE BEFORE. DESTINY AND DUTY--WILLS IT!

MY DUTY IS TO SERVE MY COUNTRY... MY DESTINY IS DEDICATED TO THAT JOB. GOOD DAY, MISTER BUDA!

YOU SERVE THE PEOPLE! SEE THEM, IN THEIR VICES AND THEIR VIRTUES--THEIR HEARTBREAK AND JOY!

CAP IGNORES HIS HOST'S WORDS AND GESTURES. --AND WALKS WITHOUT FALTER, INTO A HIDDEN FOLD OF THE UNIVERSE...

SOMETHING'S *WRONG!* I WAS CERTAIN THAT THIS WAS THE WAY *OUT* OF MISTER BUDA'S BUILDING--BUT NOW I'M *LOST* IN A MAZE OF CORRIDORS...

I-IT'S IMPOSSIBLE TO *RETRACE* MY STEPS. LOOKS LIKE I'VE GOT *NO* CHOICE BUT, TO FORGE AHEAD...

THE FLOOR *DROPS* SHARPLY, HERE. WHERE IN BLAZES DOES THIS *LEAD* TO?

I FOUND NOTHING BUT A *DEAD END*-- AND AN OPENING IN THE FLOOR. I'LL JUMP THROUGH AND HOPE I LAND IN A MORE *FAVORABLE* SPOT!!

IT'S A LONG FALL, BUT CAP COMPLETES IT WITH THE AGILITY HE IS *FAMOUS* FOR...

W-WHAT IS THIS PLACE?? I-IT'S DIFFERENT--YET VAGUELY *FAMILIAR*...

WHA--! THAT *GUARD--!*

HE'S A *NAZI* GUARD!-- AUTHENTIC AND *IN THE FLESH!* I MUST BE *RE-LIVING* SOME KIND OF NIGHTMARE!

HE'S *SEEN* ME!

VAS IST--?!!

CAP HAS NO TIME TO GATHER HIS THOUGHTS--BUT HE IS SWIFT!--SILENT! --THOROUGH!!

UGH--!

POW!

THIS IS MADNESS! I-IT'S LIKE I'VE DROPPED *BACK* INTO THE *FORTIES!*

IT MUST BE *ANOTHER* OF MISTER BUDA'S LITTLE TRICKS!-- ONLY I'M *NOT* APPLAUDING!

SUDDENLY--!

STOMP! STOMP! STOMP! STOMP! STOMP!

THOSE SOUNDS ARE *REAL* ENOUGH! IT'S A CORRIDOR *PATROL!*

IT'S TIME TO TAKE *COVER* AND THINK THIS OUT!

HIT HIM AGAIN!

MAKE HIM TALK!

SLAP!

SPEAK-- *SPEAK!* WHERE IS YOUR VERDAMMT *PARTNER!!?*

I'LL SLIP INTO THIS ROOM AND--

--*OH, MY GOD!!*--

CAP REELS AS IF HE'D BEEN STRUCK A SHARP BLOW! THE OCCUPANTS OF THE ROOM DETECT HIS PRESENCE AND WHIRL ABOUT TO FACE HIM--A **VIOLENT** PAST HAS SUDDENLY BECOME THE **HORRIFYING** PRESENT! MEMORY SCARS ARE NOW, **FRESH** WOUNDS...

TEUFEL!! IT'S **HIM**, MEIN FUEHRER!

CAPTAIN AMERICA! WHO ELSE VOULD COME TO MOCK ME IN MEIN **OWN** RETREAT!

YOU GOT IN--! BUT YOU VON'T GET OUT!

CAP! I-I TOLD THEM NOTHING-- **NOTHING**--!

HAHAHAHA! IT **DOESN'T** MATTER NOW! VE GOT OUR ANSWERS, LITTLE PIG!

THE SIGHT IS ALMOST TOO **PAINFUL** TO BEAR! CAP STORMS IN LIKE AN **ANGRY** BULL!

BUCKY!-- IF THESE RATS HAVE HURT YOU, I'LL--**I'LL**--

WELCOME, OLD ADVERSARY! WE MUST RECEIVE YOU **PROPERLY!**

AAAAA!

WITH HITLER HERE-- CAN THE **RED SKULL** BE FAR BEHIND?

KRASH!

DESPITE THE UNREALITY OF IT ALL, CAP SWINGS INTO ACTION!
I'LL GET TO YOU AS SOON AS I POLISH OFF YOUR LACKEYS, ADOLF!
BAM!
WOMP!
THE INTERVENING YEARS ARE FORGOTTEN... IN THE HEAT OF BATTLE, CAPTAIN AMERICA IS ALWAYS THE CONSUMMATE WARRIOR!
GUARDS! GUARDS!
HIMMEL! M-MY PISTOL--!
SMASH
COME BACK, ADOLF! I'M GOING TO MAKE SOME CHANGES HERE!
NO! NO! YOU CANNOT TOUCH OUR SACRED FUEHRER!
I'LL START WITH CHANGING SOME MAPS-- YOURS!!!
KRONTCH!

WHEN THE ACTION COMES TO A HALT, CAP MOVES IN TO HELP BUCKY...

I-I CAN'T BELIEVE THIS IS HAPPENING... BUCKY IS ALIVE-- A-AND I KNOW HE CAN'T BE!

DON'T JUST STAND THERE, CAP! GET ME OUT OF THESE ROPES!!

BUCKY!--BUCKY, OLD FRIEND... YOU'RE REALLY HERE,-- AREN'T YOU...

I'LL REMAIN HERE PERMANENTLY-- IF YOU DON'T SET ME FREE, CAP! COME ON... HURRY!

STRONG HANDS LEAP TO THE TASK... AGILE FINGERS WITH SAVAGE STRENGTH SPEEDILY PULL APART THE KNOTS WHICH HOLD THE ROPE TOGETHER...

FASTER, CAP! I THINK I HEAR THE PATROLS RETURNING!

THIS'LL JUST TAKE A SECOND MORE--

THAT'S IT! I'VE GOT IT!

THEN, THE DOOR COMES CRASHING DOWN, AND THE PATROLS BREAK IN WITH BLAZING GUNS...

THEY'VE BEATEN OUR FUEHRER!! KILL THEM!!

SHOOT! SHOOT!

CAP AND BUCKY MAKE THEIR ESCAPE LIKE THE TEAM OF OLD!!

SPANG!

LET'S GO, BUCKY! YAHOOOO!

SPEEOO!

SPNNNG

YOU *HAVEN'T* LOST YOUR TOUCH, KID! I'VE *STILL* GOT THE BEST PARTNER IN THIS ROUGH AND TUMBLE BUSINESS...

WE'RE *NOT* OUT OF THIS YET, CAP! THEY'LL HAVE AN ENTIRE *NAZI DIVISION* ON OUR TAILS IN A MINUTE!

*WITH **FLAWLESS** PRECISION, CAP AND BUCKY DROP FROM THEIR HIGH PERCHES WITHOUT INJURY...*

WE'D BETTER START *RUNNING* AS SOON AS WE HIT THE TURF.

TAKE TO THE WOODS! --THEN WE'LL FIND A WAY *OUT* OF HERE!

HEY! NOT SO FAST, FELLA! REMEMBER TO USE A LITTLE *CAUTION*...

THERE'S VERY LITTLE *TIME* FOR THAT! WE'VE GOT TO REACH THE ALLIED COMMAND!

COME ON, CAP! YOU'RE FALLING BEHIND! I THINK WE'RE NEAR A ROAD,,, MAYBE WE CAN *GRAB* A TRUCK!

WAIT, BUCKY, *WAIT!* THE BRUSH IS VERY *THICK* HERE! I-I CAN'T SEE YOU--

*SUDDENLY, AN **EERIE** FEELING SWEEPS LIKE AN ICY WIND THROUGH CAP. HE SHOUTS--*

*BUCKY! WHERE ARE YOU!!? BUCKY!! **BUCKY!!***

SEIZED BY ANXIETY AND PANIC, CAP LEAPS AHEAD!--ONCE AGAIN IGNORING THE CIRCLE OF CRACKLING ENERGY WHICH HAS SUDDENLY APPEARED FROM NOWHERE!

BUCKY! COME BACK! COME BACK!

AND, IN THE NEXT INSTANT--

YOU NEVER FOUND THE EXIT, DID YOU, SIR...

BUDA! IT'S YOU AGAIN! YOU'VE USED ME TO PLAY ANOTHER OF YOUR FOOL TRICKS!

WITH THE IMAGE OF BUCKY STILL FRESH IN HIS MIND, CAP SEETHES AT THIS MYSTIC WHO CARELESSLY RESURRECTS THE DEAD...

BE CALM, SIR-- THE UNIVERSE HAS MANY DOORS. YOU MAY HAVE OPENED THE WRONG ONE. I CAN UNDERSTAND YOUR CONFUSION!

DON'T GIVE ME THAT HOKUM!

HOKUM COULDN'T WORK ON A MAN OF YOUR CALIBER.

NO, CAPTAIN AMERICA, YOU BELIEVED IN WHAT YOU SAW BECAUSE IT TRULY EXISTED IN THAT PLACE--

SO, NOW I'M A BELIEVER, IS THAT IT? WELL, YOU'RE WRONG! I-I WON'T BUY WHAT YOU'RE SELLING!

YOU *REJECT* YOUR EXPERIENCE BECAUSE IT GAVE YOU PAIN... BUT WAS IT *ALL* PAIN?

WELL-- NOT REALLY.

I MUST ADMIT THAT *MOST* OF IT HELD THE EXCITEMENT OF *RELIVING* MOMENTS I'LL NEVER FORGET--IT WAS *GREAT* TO AGAIN WORK WITH BUCKY AS A TEAM...

THEN THIS BUCKY IS THE *VOID* IN YOUR PRESENT EXISTENCE? --MOST *INTER-ESTING*...

IS IT NOT SOME SMALL *COMFORT* THAT THIS BUCKY STILL *LIVES* IN SOME CORNER OF NEVER-ENDING TIME? CAN YOU LEAVE HERE WITH ONLY *SADNESS* IN YOUR HEART?

MISTER BUDA, YOU'RE A *SPELL-BINDER!* YOU MAKE ME THINK IN WAYS I *NEVER* HAVE BEFORE.

THEN GO AND *BROADEN* YOUR KNOWLEDGE... IN THE PROCESS OF SEEING *ALL*-- YOU WILL SEE-- *YOURSELF!*

I'M *NOT* PLANNING ON SEEING ALL-- AND I'M CONTENT WITH WHAT I *AM!* GOODBYE.

ALAS, I KNEW HE WOULD SAY THAT. THUS, I WAS *FORCED* TO ACT IN HIS BEHALF. A MAN OF ACTION-- MUST *ALSO* BE A MAN OF *WISDOM*...

HE'S A *CLEVER*, LITTLE GUY--BUT I HOPE I'VE SEEN THE *LAST* OF HIM...

HE DOES NOT KNOW THAT I'VE PLANTED THE *PSYCHIC-TALISMAN* UPON HIS PALM--BUT ITS EFFECT WILL SOON BEGIN TO TAKE HOLD...

IT WILL TAKE HIM ON A *TRIP* THROUGH AN AMERICA WHICH *NONE* OTHER HAS SEEN...

BON VOYAGE, CAPTAIN AMERICA-- IT SHALL BE TIME *WELL SPENT!*

BUT THE TALISMAN IS ALREADY AT WORK... ON HIS WAY OUT OF MISTER BUDA'S BUILDING, CAPTAIN AMERICA IS CONFRONTED BY AN ARRAY OF VISIONS!

UPON THE WALLS AND CEILING, A WRITHING MASS OF CLASHING PHANTOMS SWARM ACROSS A BATTLE-FIELD YET UNSEEN. IT'S AN ASTOUNDING TABLEAU! BECAUSE IT LEAVES LITTLE DOUBT THAT THESE ARE THE SHADOWS OF REAL MEN ENGAGED IN THE DEADLIEST GAME OF ALL!!! CAP FREEZES IN MID-STRIDE-- SWEATY AND TENSE-- WAITING TO BE OVERWHELMED BY AN EVENT HE'S NOT INVOLVED IN...

WITH EVERY PASSING SECOND, THESE IMAGES TAKE ON MORE SOLIDITY-- GHOSTS THAT ARE ALMOST MEN, RUSH BY HIM IN THE HEAT OF COMBAT...

NO, NO! IT'S HAPPENING AGAIN...

CAP SUDDENLY LEAPS TO ACTION-- HE USES A SUPREME EFFORT OF WILL TO PROPEL HIMSELF TOWARD THE BUILDING'S EXIT...

--G-GOT TO GET OUT OF HERE! I-I MUSTN'T BE SWALLOWED UP BY THAT NIGHTMARE IMAGE!

THEN, THERE IS A BURST OF SUNLIGHT, THE COMFORT OF WARM AIR AND THE NOISES OF A CITY IN MID-DAY-- CAP HAS FOUND HIS WAY OUT...

PHEW! THAT WAS A CLOSE CALL! I'D BETTER PUT SOME MILEAGE BETWEEN MISTER BUDA AND MYSELF. HIS INFLUENCE IS TOO STRONG IN THESE PARTS! I'LL HAIL A CAB-- RIGHT NOW!

LITTLE DOES CAP KNOW THAT HE CARRIES THE INFLUENCE OF MISTER BUDA ON HIS PERSON! HE TAKES NO NOTICE OF HIS RIGHT PALM, IN HIS EAGERNESS TO LEAVE THE AREA--BUT HE BEARS THE SYMBOL THAT WILL TAKE HIM TO DISTANCES BEYOND CREDIBILITY! HE WILL FIND AMERICA!!

--AS

THE LOST SUPER-HERO!

JUST *DRIVE*, CABBIE! I'LL TELL YOU *WHERE*-- ONCE WE'RE ON THE ROAD...

SON

TAXI

HEY! GET A LOAD OF *WHO* I'M HAULIN'! I'D GIVE ANYTHING TO GET YOUR AUTOGRAPH ON ONE OF MY KID'S MARVEL COMICS!

CHAPTER TWO

PERHAPS I CAN OBLIGE YOU SOME OTHER TIME--BUT RIGHT NOW, I'M DUE TO DELIVER AN ADDRESS AT A BI-CENTENNIAL LUNCHEON.

OH, YEAH! I *READ* ABOUT THAT... I KNOW WHERE IT'S BEIN' HELD.

SAY, IF ANYBODY'S GOT THE LOWDOWN ON WHAT THIS COUNTRY'S ALL ABOUT, IT'S *YOU*, CAP! WHY, YOUR WHOLE LIFE'S BEEN *DEVOTED* TO IT!

THAT'S *TRUE!* I'VE SEEN IT THROUGH MY *OWN* EXPERIENCE... BUT DOES IT MEAN THAT I KNOW WHAT IT'S *ALL* ABOUT?

*IT IS AT THAT MOMENT THAT CAP **DISCOVERS** THE MARK ON HIS PALM...*

WHA--!?

COME ON, CAP! Y'KIDDIN' OR SOMETHIN'? WITH *YOUR* RECORD, YOU DESERVE A TICKER-TAPE *PARADE!*

*IT IS **THEN** THAT HE REALIZES THE **HAZARD** OF **CLASPING** HANDS WITH MISTER BUDA...*

THAT *TRICKY* LITTLE DEVIL! HE PUT IT THERE!--A-AND NOW, IT'S BEGINNING TO GLOW WITH AN *EERIE LIGHT!*

MEANWHILE, OUTSIDE THE CAB WINDOW STRANGE THINGS ARE HAPPENING...

WHAT *IS* THAT OUT THERE? I-I CAN *NO* LONGER SEE THE CITY...

CAP FEELS A SUDDEN WRENCH--HE LOOKS ABOUT IN SURPRISE--AND KNOWS THAT THE CAB HAS BEEN REPLACED BY SOMETHING ELSE!

T-THE CAB IS *GONE!!* I-I'M IN A *COACH!*

BEFORE THE COACH COMES TO A HALT, IT IS EVIDENT TO CAP THAT HE'S TAKEN A LONGER TRIP THAN HE EXPECTED--A TRIP OF 200 YEARS INTO AMERICA'S PAST...

HOW DID HE GET INSIDE MY COACH?

WHAT SORT OF APPARITION HAS THE COACH DEPOSITED IN OUR MIDST!!?

WHO--OR WHAT CAN HE BE?

LOOK, HIRAM!

I'VE SEEN MANY A STRANGE SIGHT IN NEW MARKET STREET, BUT, NEVER ONE LIKE THIS!!

CAP STUDIES HIS SURROUNDINGS IN STUNNED SILENCE. HE HAS SUDDENLY BECOME AN ALIEN IN HIS OWN LAND.

AS AN UNIDENTIFIABLE FOREIGN OBJECT, SIR... CAN YOU TELL US WHAT BRINGS YOU TO PHILADELPHIA?

SO, THAT'S WHERE I'VE LANDED! I SUPPOSE I MUST SEEM LIKE A U.F.O. TO YOU PEOPLE.

WHAT PRAY IS A U.F.O.?

HE SPEAKS OUR TONGUE. BUT, USES WORDS STRANGE TO ONE'S EARS...

MY GRANDFATHER TELLS OF A LIKE VISITATION FROM AN AGENT OF SATAN HIMSELF!

TWADDLE, SIR! HE'S NAUGHT BUT A ROGUE IN SEARCH OF NOTORIETY!

IN THOSE CLOTHES, HE IS BOUND TO FIND IT!

PLEASE COME WITH ME, SIR! MY EM-PLOYER WOULD HAVE A WORD WITH YOU!

CAP DECIDES TO FOLLOW THE BOY-- TO A MORE STAGGERING REVELATION--

Benj. FRANKLIN
Printer & Bo

PAPER BOUGHT

BACK TO WORK, LAD...

GOOD DAY TO YOU, SIR--I DO HOPE THAT YOU'LL TAKE MY CURIOUSITY IN A KINDLY MANNER--

I-I HAVE DONE AS YOU BID, SIR. HE HAS ANSWERED YOUR SUM-MONS.

I'M BEN FRANKLIN, PROPRIETOR OF A NEWSPAPER WHICH I PRINT IN THIS SHOP. MAY I IMPOSE ON YOUR TIME TO DISCUSS YOUR APPEARANCE HERE? IT SEEMS TO HAVE GREATLY GENERATED PUBLIC INTEREST!

PLEASE, COME IN... I CAN OFFER YOU SOME RE-FRESHMENT, IF YOU'D LIKE!!

GOOD GRAVY! BENJAMIN FRANKLIN!--LIVE AND IN THE FLESH!

IT WOULD BE MY PLEASURE TO ACCOMMODATE YOU, SIR!

SOON--INSIDE THE PRINTING SHOP...

FETCH THIS GENTLE-MAN A SEAT...

AND, YOU! FIND MISTRESS BETSY! QUICKLY!

GOSH, I HOPE THAT I'M NOT CAUSING A DISTUR-BANCE!

I'M GOING MISTER FRANKLIN!

CAP STARES AT THE MAN WHO IS DESTINED FOR A GREAT ROLE IN AMERICAN HISTORY-- AND DECIDES THAT HE CAN ONLY DEAL WITH HIM ON A MAN-TO-MAN BASIS...

THANK YOU FOR YOUR COURTESY, MISTER FRANKLIN. HOWEVER, EX-PLAINING MY-SELF WILL NOT BE AN EASY CHORE--

BE AT YOUR EASE, SIR, YOU'RE AMONG FRIENDS!

THE SUDDEN APPEARANCE OF A WOMAN IN THE SHOP BRINGS CAP TO HIS FEET...

ER, TAKE THIS, JUNIOR. I'M DONE WITH IT--

I WONDER WHAT I'M IN FOR *NOW*?

I'M JOHN STACEY, SIR. AND, I MUST SAY THAT YOUR COSTUME TRULY CATCHES MY *FANCY*!

COME IN, BETSY! I'M ENTERTAINING A GUEST WHO MAY PROVE TO BE AN *INSPIRA-TION* TO US ALL!

MY HEAVENS, BEN FRANKLIN! I-I'VE *NEVER* SEEN THE LIKE OF SUCH A MAN...

FORGIVE MY *BOLDNESS*, GOOD SIR...BUT I CANNOT HELP BUT ADMIRE THE SURPRISING IMAGINATION OF THOSE WHO FASHIONED YOUR MANNER OF *DRESS*.

MISS BETSY IS A *FINE SEAMSTRESS*, SIR--A COMPLIMENT FROM HER IS *NOT* LIGHTLY GIVEN, I ASSURE YOU...

UNKNOWN TO CAP, THE INVENTIVE MIND OF BEN FRANKLIN IS ABOUT TO INVOLVE HIM IN A START-LING HISTORICAL PARADOX...

I MUST SKETCH HIM IMMEDIATELY.

IT'S PERFECT, BEN--PERFECT!

LOOKS LIKE MY COSTUME IS CREATING QUITE A *STIR*. I GUESS THAT'S UNDER-STANDABLE!

THE PEOPLE OF EARLY AMERICA SEEM ENERGETIC AND HIGHLY MOTIVATED. IT IS A TIME FOR NEW IDEAS AND GREAT PLANS...

OH, BEN! IT'S DIVINE! *DIVINE*!

COLOR *EN-RICHES* GOOD DESIGN!

WHAT ARE THEY UP TO? HOW DOES IT INVOLVE ME?

THERE, MY MAN! YOU SEE BEFORE YOU A DESIGN WE HOPE WILL *LIFT* THE HEARTS OF EVERY PATRIOT WHO JOINS THE CAUSE OF LIBERTY... WHAT DO YOU THINK OF IT?

I-IT'S VERY LIKE MY *OWN*, SIR--A WELL-CONCEIVED *VARIATION*. BUT I DON'T--

A VARIATION? OF COURSE, IT'S A VARIATION! MY INTENT IS NOT TO DUPLICATE YOUR CLOTHES, BUT TO HELP CREATE A FLAG, SIR!

INDEED! YOUR COSTUME HAS INSPIRED US TO GREAT ENDEAVORS.

W-WHAT? Y-YOU MEAN--?

WE MEAN, SIR, THAT MISTRESS BETSY ROSS HAS NAUGHT TO DO NOW BUT GATHER HER MATERIAL AND COMPLETE THE FLAG FOR THE CONTINENTIAL ARMY...

AND, I MIGHT ADD, BY ORDER OF GENERAL WASHINGTON, HIMSELF!

OH, NO--! OH NO--!!! THE FIRST AMERICAN FLAG-- COPIED FROM MY--!

THE VERY THOUGHT OF WHAT HAS HAPPENED STAGGERS CAP! HE BOLTS FROM THE SHOP!

GAD, SIR!

IT ISN'T POSSIBLE! IT JUST ISN'T POSSIBLE! I-I'VE BEEN RIPPED-OFF BY BENJAMIN FRANKLIN!

ODDSBLOOD! THE MAN IS POSSESSED BY DEMONS!

WHICH CAME FIRST?-- THE COSTUME OR THE FLAG? THE PARADOX IS ALMOST TOO MUCH FOR CAP TO BEAR--

CAREFUL, RANDOLPH! HE BE MAD FROM THE POX!

--OR PURSUED BY STRANGE DILEMMAS!

GET ME OUT OF HERE, BUDA! WHEREVER YOU ARE-- GET ME OUT OF THIS PLACE!!

THIS TIME, CAP HAS NO FEELING OF TIME DISPLACEMENT. IT HAPPENS TOO QUICKLY. THERE IS MERELY A TAP ON HIS SHOULDER--AND A VOICE THAT IS DEFINITELY NOT COLONIAL AMERICAN...

HEY, BUDDY. IF THINGS LOOK REAL BLACK, MAYBE I KIN GIVE YOU A HAND...

HUH--?

Y'LOOK LIKE AN ACTOR WHO JUST LOST HIS JOB! WELL, THERE'S A LOTTA GUYS WITHOUT JOBS--THESE ARE HARD TIMES.

I-IT'S HAPPENED AGAIN! I CAN'T SAY I DIDN'T ASK FOR IT!

IF YOU'D LIKE, I CAN STEER YOU TO A SOUP KITCHEN THAT HANDS OUT FREE MEALS...

COME ON! Y'CAN'T EAT YER PRIDE! ONCE Y'GET SOME FOOD IN YER GUT YOU'LL FEEL BETTER. WHAD'DYA SAY?

NOT RIGHT NOW, BUDDY. MAYBE LATER. ER--THANKS FOR THE TIP...

CLARK GABLE
JOAN CRAWFORD
IN
THURS
FRI.
SAT.

POOR GUY. HE'S DESPERATE BUT PROUD--

HEEEEYAAAR! GET'CHA PAPAAR! DILLINGER FLIES THE COOP!!

OH, NEWSBOY!

DILLINGER STILL AT LARGE

PAPER, MISTER? DILLINGER'S ON THE LAM AGAIN--PRESIDENT ROOSEVELT SHUTS DOWN THE BANKS! READ ALL ABOUT IT!

I-IT SOUNDS EXCITING, SON--BUT ALL I'D LIKE IS A LOOK AT THE DATE ON THAT NEWSPAPER...

DILLINGER STILL AT

--ER--WELL--MAYBE YOU COULD TELL ME THE DATE YOURSELF--?

WHATSAMATTA WIT' EVERYBODY? DOESN'T ANYONE HAVE A NICKEL LEFT?

BEAT IT, PAL! I GOTTA SELL PAPERS OR MY FAMILY EATS SOAP THIS WEEK...

I DON'T SUPPOSE I NEED THE EXACT DATE TO TELL ME THAT I'VE JUMPED TO THE GREAT DEPRESSION YEARS OF THE 1930'S...

GET'CHA PAPAAR! D'YANKEES TAKE ANUDDER GAME FROM D' GIANTS!

AT THAT MOMENT, A CAR HALTS AT THE CURB.

I'LL TAKE A PAPER, KID! COME ON, HURRY IT UP! I AIN'T GOT ALL NIGHT!

Y'CAN'T TELL WHETHER KIDS'RE GETTIN' SLOWER --OR DUMBER...

WHY DON'T YOU HOODS TAKE IT EASY? NOBODY'S CHASIN' YA-- HERE'S YER PAPER!

DILLIN STILL A LARGE

WHERE'S THE NICKEL, YA CRUMB!? OWWWW!!

HE SHOVED THE BOY!

GO ON--BEAT IT, YA SQUIRT! I'LL GIVE YUH A NICKEL-- NEXT JULY FOURTH!

HAHA HA! Y'OUGHT'TA GIVE 'IM KNUCKLES INSTEAD O' NICKELS!

CAP GOES INTO ACTION SWIFTLY AND SUDDENLY!

PAY THE BOY, YOU FINK!

YEEOW!

SKRAKK!

A FUSILLADE OF SHOTS FOLLOWS ALMOST IMMEDIATELY. ONLY CAP'S SHIELD SAVES HIM AND THE BOY!

POW!

SPANNGG!

YOU'RE STUPID, MUSCLES! BUT YA GOT GUTS!

POW!

BAM!

THE SOUND OF SHOOTING BRINGS THE LAW TO THE SCENE!!

LET'S GET OUT O' HERE!

STOP! STOP!

WE'LL GET LEFTY A GOOD LAWYER, IF THE COP PULLS HIM IN!

BAM!

YOU GUN-HAPPY RATS!

I'M SORRY THIS HAD TO HAPPEN, OFFICER...

THERE'S THE GUY Y'WANT, COP! HE YANKED ME OUTTA THE CAR--ALONG WITH THE DOOR!

IMAGINE DOIN' THAT TO LEFTY LARKIN!! NOW EXPLAIN YOUR PALS FIRING THEIR RODS!

DEY ALMOST SHOT US BOTH FULLA HOLES!

LOCK HIM IN THE COOLER, CLANCY! NOBODY'S SAFE IN THIS TOWN WHILE CHEAP HOODS LIKE LEFTY ARE CRUISIN' AROUND!

MAKE 'IM PAY FOR MY PAPERS! DEY'RE SCATTERED ALL OVER THE BLOCK!

MY PALM-- I-IT'S GLOWING!

THE MARK PLANTED BY MISTER BUDA IS ACTIVATING. LOOKS LIKE I'M DUE FOR ANOTHER TRIP TO SOMEWHERE!

WHEN I GET TO BE A BIG-SHOT ARTIST, I'M GONNA PLASTER LEFTY'S UGLY MUG ALL OVER THE COMIC PAGES!

THE BOY NEVER SEES THE MAN HE CALLS "MUSCLES" VANISH FROM THE SCENE. CAP IS NOW FAR FROM ANY TWENTIETH CENTURY CITY--AS FAR AS ANYONE CAN GET...

THE BICENTENNIAL TRAIL IS LONG AND WINDING -- CAPTAIN AMERICA, FORCED TO TRED ITS LIVING BYWAYS, IS BEGINNING TO ABSORB ITS SIGHTS AND SOUNDS AND EMOTIONAL CONTENT AS NO MAN EVER HAS. EACH BRIEF EXPERIENCE IS A GLIMPSE OF DIMENSIONS SORELY LACKING IN THE REAMS OF WORDS WHICH SHAPE A COUNTRY'S IMAGE...

MY FELLOW AMERICANS!

CHAPTER THREE

THERE'S NOT MUCH TO SEE IN THIS PLACE. IT'S A BIG, SUN-BAKED NOTHING--!

I'LL HEAD FOR THE SHADE OF THOSE ROCKS AND GET COMFORTABLE...

SHALL WE *KILL HIM?* HE BEARS THE *COLORS* OF THE WHITE TROOPERS.

HOLD YOUR FIRE! HE IS ONE TO BE *QUESTIONED*-- NOT KILLED. SEE THAT HE IS TAKEN ALIVE AND BROUGHT TO ME.

ALTHOUGH YEARS OF COMBAT HAVE **SHARPENED** CAP'S SENSES, HE **DOESN'T** HEAR THE APPROACH OF DANGER-- UNTIL THE MENACING TOUCH OF A RIFLE BARREL **STOPS** HIM IN HIS **TRACKS**...

DON'T MOVE, WHITE-EYES! BE WISE AND LIVE!

HUH!--AND I THOUGHT THIS PLACE WAS BORING!

THEN--!!

AIIEEE!!

CRACK!

BASHH!

JUST **TESTING** MY **REFLEXES**, FELLA! IT SEEMS THEY WORK AS GOOD AS **EVER**!

CAP'S WOULD-BE ABDUCTORS ARE **STUNNED** BY THE CAT-LIKE EASE WITH WHICH THEIR QUARRY **ELUDES** THEIR BULLETS--THE WORD "**SUPER-HERO**" IS AS YET **UNHEARD OF** IN THEIR LAND--

IT IS UNCANNY! HE IS **SWIFTER** THAN THE **WIND**!

POW! POW!

SKEEEEEEE

BUT CAP **STUMBLES** AMONG THE LOOSE ROCKS! HIS ATTACKERS ARE **QUICK** TO SEIZE THE ADVANTAGE WITH AN **EXPERTLY THROWN LARIAT**...

WE'VE GOT HIM! HE IS NO WILD SPIRIT... ONLY A **FOOL WHITE EYES**!

A TIGER BY THE TAIL IS NOT EASILY TAKEN! IN FACT, HIS STRUGGLES ARE THE MOST DANGEROUS MOMENTS OF THE CAPTURE...

GIVE UP, WHITE-EYES! YOU FIGHT IN VAIN!

DOES HE NOT KNOW THAT WE CAN SHOOT HIM?

I CANNOT HOLD HIM!

AAAAA!!

I DON'T LIKE BEING SHACKLED, MEN!

WHAM!

CRASH!

HE BREAKS FREE! HE MUST BE STOPPED!

PUT DOWN YOUR RIFLES! HE IS NOT TO BE HARMED! IT IS THE WILL OF YOUR CHIEF!

THERE ARE TIMES WHEN I QUESTION THE WITS OF GERONIMO!

MY WARRIORS WOULD HAVE YOUR LIFE, WHITE-EYES!! WHAT SAY YOU TO THAT--?

I SAY, LET THEM SHOOT! --IF THEY ARE JACKALS WHO WOULD KILL A MAN WHO DOES NOT WISH TO FIGHT!

YOU SPEAK OF RULES WHICH DO NOT EXIST BETWEEN US AND THE WHITE MAN!-- WHO ARE YOU!!?

I'VE TOLD YOU, GERONIMO! I'M A MAN WHO SEEKS THE RULE OF PEACE!!

YOU FIGHT *WELL* FOR ONE WHO SPEAKS OF PEACE... BUT YOU ARE NO *TROOPER.* I CAN SEE THAT.

YOU *MYSTIFY* ME. FOR IN YOUR FACE I SEE THE *GREAT SPIRIT,* WHICH BINDS ALL MEN...

THE GREAT SPIRIT IS IN MY *HEART...*

YOU DO NOT *LIE*-- PERHAPS *THAT* IS WHY I GIVE YOU THE GIFT OF *MERCY,* IN A TIME WHEN THERE IS ONLY *KILLING...*

THE TROOPERS *HUNT* US, AND WE AMBUSH *THEM.* THUS, THE KILLING GOES ON UNTIL WE ARE *DEAD OR FREE.*

LIBERTY OR DEATH! THOSE WORDS ARE *TRULY* AMERICAN, GERONIMO! SOMETIMES I WONDER HOW WE CAN BE *BROTHERS* AND *STRANGERS* AT THE *SAME TIME.*

--AND YET, WE *ARE!* WE ARE AMERICANS WHO MUST *FIND* EACH OTHER--AND, IN DOING SO, BECOME AS *ONE PEOPLE!*

YOUR WORDS ARE LEAVES IN THE *GRIP* OF THE WIND. SOON THE BULLETS WILL FLY,,, AND IT IS THE *BULLETS* WHICH DECIDE WHAT IS *TRUTH* IN THIS PLACE!

WHEN THE BULLETS ARE *SPENT*-- THE TRUTH WILL *STILL* REMAIN!

IF THAT IS *SO*-- THEN TELL THIS TO THE *TROOPERS!* THEY ARE *ALMOST* UPON US!

GERONIMO'S BEEN WAITING IN THESE ROCKS TO *AMBUSH* THE ARMY--A-AND I-I'M CAUGHT BETWEEN *BOTH FORCES!*

IN THAT INSTANT, THE BULLETS BEGIN TO FLY!!!

SPNNG!

SPAK!

POW!

BEEOOOW!

ON THE CREST OF A DISTANT **RISE**, A TROOP OF **U.S. CAVALRY** BOLTS INTO VIEW! CAP FINDS HIMSELF ON THE **HORNS** OF A **DILEMMA!** BUT IT'S **GERONIMO** WHO RESOLVES IT...

GERONIMO! MUST YOU--?

WE SHALL FIGHT **ANOTHER** DAY!

TAKE TO THE TRAIL! WE RIDE SOUTH!

BACK TO MEXICO! THE TROOPERS **WON'T** CROSS THE BORDER!

WE SHALL SEE THEM **AGAIN!**

FAREWELL, WHITE-EYES! YOUR WORDS HAVE WON BUT ONE **SMALL** MOMENT OF PEACE!

WE LEAVE YOU TO COUNSEL THE **TROOPERS!**

GERONIMO AND HIS BAND **VANISH** IN A CLOUD OF DUST! BEHIND THEM, CAP LIES IN RANGE OF THE **DEADLY** GUN-FIRE...

WHAM

POW!

POK!

HE LEAPS TO HIS FEET AND **RUSHES** INTO THE PATH OF THE ONCOMING **CAVALRY...**

A **WHITE MAN,** CAPTAIN!

OUT OF OUR WAY, MISTER!

NO--!

NO--!

THE TROOPERS SWEEP DOWN UPON CAP LIKE A RAGING STORM! NO LIVING THING ON EARTH CAN STOP THIS HEADLONG CHARGE IN PURSUIT OF A HATED ENEMY! THERE ARE DEAD MEN SCREAMING FOR VENGEANCE-- THERE ARE ORDERS SCREAMING FOR GERONIMO'S CAPTURE! THERE IS ALSO THE MOMENTUM OF COMBAT! IT IS A MOMENT IN TIME WHICH NOT EVEN A SUPER-HERO CAN STOP!!

GERONIMO'S HI-TAILING IT FOR THE BORDER! WE'VE GOT TO CUT HIM OFF!

WHO'S THAT LOCO MAVERICK, TRYIN' TO WAVE US DOWN? HE'S GONNA GET HISSELF KILLED!! STAND CLEAR, YOU HARE-BRAINED FOOL!

AT THE GALLOP, MEN! KEEP THE HOSTILES IN RANGE! WE CAN'T LOSE THEM NOW!

KRAAK!

STOP! STOP!! LISTEN TO ME--!!

CAP SHOUTS FROM HIS **HEART!** THAT IS WHERE THE **PAIN** LIES! THAT IS WHERE THE **TRUTH** IS! **THAT** IS WHAT THEY **MUST HEAR!!!**

THERE IS ANOTHER WAY!!--ANOTHER WAY!!--WE'RE ALL AMERICANS!

THE **MYSTIC MARK** ON CAP'S PALM BECOMES LIVID AND **BRIGHT**... IT WILL SOON **REMOVE** HIM FROM AN ISSUE STILL **NOT** DECIDED BY **HISTORY**...

SUDDENLY, CAP FEELS THE PRESSURE OF IMMENSE WEIGHT. HIS OUTSTRETCHED HAND IS SEIZED AND HELD IN A STRONG GRIP--HIS SITUATION HAS CHANGED ONCE MORE...

WHA--!??--UHHHHH! HOW DID I GET HERE?

AS IF I DIDN'T KNOW!

HEY, FELLAS! GIMME A HAND! I FOUND A NEW ONE!

HE'S STILL ALIVE! PULL HIM OUT!

I'VE NEVER SEEN HIM IN THE MINE BEFORE!

CAP FINDS HIMSELF IN A STEAMY SEMI-DARKNESS, AMID THE CHAOS OF WRECKAGE...

W-WHAT'S WRONG? WHAT HAPPENED HERE?

EVER HEAR OF A COLLAPSING MINE SHAFT?--THAT'S WHAT HAPPENED!

THIS IS JUST WHAT WE NEEDED!--ANOTHER GUY TO USE UP WHAT LITTLE AIR WE HAVE LEFT!

AHH, SHUDDUP, GULIK!

GULIK IS RIGHT! IT'S GETTIN' HARDER TO BREATHE!

LOOKIT THE SUIT HE'S WEARING! YOU'D THINK HE WAS GOIN' TO A PARTY!

THIS IS SOME PARTY, MISTER! ONLY YOU MAY STAY LONGER'N YOU THINK!

WELCOME TO THE GREATEST LITTLE MINE IN KENTUCKY, MISTER. WE'D SHOW YOU AROUND--IF THE REST OF IT WASN'T BLOCKED OFF!

TONS AND TONS OF EARTH AND ROCK AND TIMBER--RESTING ON OUR HEADS!

I SEE! THERE'S BEEN A CAVE-IN!

--AN EXPLOSION, YOU MEAN! WE DON'T KNOW HOW MANY GUYS ARE DEAD!--OR TRAPPED, LIKE WE ARE!

CUT IT OUT, GULIK! YELLING ONLY USES UP AIR!

WE'RE GONNA DIE, STUPID! WE CAN'T LAST!

NOW, KEEP YOUR HEADS! -- ALL OF YOU! THERE'S PROBABLY A RESCUE TEAM ON THE JOB RIGHT NOW!

THESE WALLS OF DEBRIS DON'T LOOK TOO PROMISING AS A WAY OUT!

THE WORD IS "DANGEROUS!"

IF WE TRY DIGGING, WE COULD START A ROCK SLIDE THAT WOULD FINISH US!

TIME! I WONDER HOW MUCH OF IT WE'VE GOT LEFT. I'D GIVE ANYTHING TO SEE THE WIFE AND KIDS--BEFORE--

NO! ALL WE CAN DO IS WAIT FOR RESCUE!--AND HOPE IT COMES IN TIME!

SUDDENLY, IN A MOST SINISTER FASHION, TIME RUNS OUT FOR THESE FEW SURVIVORS!

SMELL THAT! IT'S GAS!--GAS!

WE'VE HAD IT! WE'RE DONE FOR!

GOOD LORD!

THE MEN RECOIL! THEIR EYES ARE WIDE WITH FEAR! THEY SEARCH FOR ESCAPE--BUT FIND ONLY DESPAIR--

WHAT'LL WE DO?--WE GOTTA DO SOME-THING!

DON'T PANIC! WE'VE GOT TO THINK FAST!

CAP DOES A DIRECT TURNABOUT AND **CLAWS** AT THE DEBRIS FROM WHICH HE WAS PULLED...

WHAT'S HE **UP** TO? THAT PASSAGE IS **BLOCKED** BY TONS OF ROCK AND TIMBER!

I CAME IN THIS WAY... MAYBE I CAN GET US **OUT** THIS WAY!

THE RED, WHITE AND BLUE SHIELD IS **RAMMED** INTO THE WALL OF DEBRIS WITH CAP'S HARDENED MUSCLES BEHIND IT. HE **INCREASES** THE PRESSURE--AND FEELS THE ROCK **GIVE**-- AND HEARS THE STOUT TIMBER **CRACK**...

KKRAAKK

INCH BY **AGONIZING** INCH, CAP WORMS HIS WAY UNDER TONS OF ROCK--REALIZING THAT HIS DECISION MAY RESULT IN A **HORRIBLE,** CRUSHING DEATH-- HUNDREDS OF FEET BENEATH THE **EARTH'S SURFACE**...

AFTER **SLOW** AND **TERRIFYING** MOMENTS, HIS PROGRESS QUICKENS! THE ROCKS GIVE WAY MORE **EASILY!** THEN...

THIS COULD BE **IT!** THE BLOCKAGE IS **THINNING OUT**--!

I-I'M *THROUGH* THE DEBRIS! I'VE MADE IT! THERE'S *ANOTHER* TUNNEL ON THIS SIDE...

CAP *FREEZES* AS THE EARTH RUMBLES OVER HEAD AND FALLING ROCK *HINTS* OF DANGER! THEN, IT STOPS -- AND CAP MOVES ON INTO THE *DARKNESS* AHEAD...

MEANWHILE, THE OTHER MEN, DRIVEN BY *DESPERATION*, HAVE FOLLOWED IN HIS *WAKE*...

EASY! GET HIM OUT *SLOWLY*...

THE FOOL DID IT! HE GOT US OUT OF THAT *GAS POCKET!*

HE BOUGHT US *MORE TIME* -- WE *STILL* GOT A CHANCE!

LOOK! -- *UP THERE!* I-IT'S AN OPENING TO THE *UPPER LEVELS!!*

IF WE *TRY*, THERE'S A CHANCE THAT WE CAN FIND A WAY TO THE *SURFACE!*

THE MINERS LOOK ABOUT FOR THE *MYSTERY MAN* WHO CAME FROM NOWHERE TO SAVE THEIR LIVES... BUT HE HAS *VANISHED* INTO THE *LIMBO* FROM WHICH HE HAD SO STRANGELY *APPEARED*...

"LET ME FLY WHERE EAGLES FLY...LET ME DIE WHERE HEROES DIE... LET VALOR WRITE IN SKIES OF STRIFE--A MEANING TO THE END OF LIFE..." IT IS A DAY WHEN THE **FIRST** KNIGHTS OF AIR APPEAR IN THE CRONICLES OF MODERN COMBAT. IT IS THE **VERY** MOMENT THAT CAPTAIN AMERICA FINDS HIMSELF **THRUST** INTO A ROMANCE WITH **DEATH!** THE NEXT STEP IN HIS JOURNEY IS **TAKEN!!**"

STOP HERE FOR GLORY!

CHAPTER FOUR

RRRATATATATATA

JUMPING FIREBALLS! I'M IN THE SOUP AGAIN!

TZOOEEE

THE STRANGE DESTINY WILLED FOR CAP NOW PLACES HIM ON THE **RECEIVING** END OF HAMMERING MACHINE GUNS!--AND AN ENEMY WHO CAN **HANDLE** THEM!!

THAT BIRD IS **NO** RAW RECRUIT! HE FLIES AND SHOOTS LIKE AN **ACE!**

THE ENEMY SITS HIGH--**COOL AND SELF-ASSURED**... HE IS A PILOT WHO CAN MAKE HIS KILL WHEN HE IS **READY!** HE IS AN EXPERT WHO CAN TOY WITH HIS VICTIMS...

RATATATATATATATAT!

I **CAN'T** OUTFLY HIM--OR OUTSMART HIM. I'M IN **TROUBLE!**

THAT GUY'S AFTER ONE OF **OUR** BOYS! **LET 'IM HAVE IT!**

AIM FOR HIS ENGINE!

POPOPOPOP!

MEANWHILE, HIGH ABOVE THE TRENCHES, CAPTAIN AMERICA PUTS HIS **FLYING** SKILLS TO USE!

AFTER TRAINING IN **JET FIGHTERS**, I FIND MYSELF SADDLED WITH THIS **TRICKY** ANTIQUE! IF **THAT** ISN'T IRONY, I'LL EAT MY **GLOVES!**

RATATATATATAT!

I **CAN'T** SHAKE HIM! HE KNOWS **EVERY** MANEUVER, I DO, AND **THEN SOME!**

ONCE HE GETS **TIRED** OF PLAYING, I'M A **DEAD DUCK!**

BUT IN EVERY GAME, AN OPPORTUNITY ARISES, AN OBVIOUSLY FOOLHARDY GAMBLE FOR A WINNER... FOR THE LOSER, IT MAY BE THE DECIDING PLAY...

I'VE GOT TO TRY THIS... THERE'S NO OTHER CHOICE!

CAP SUDDENLY WHIPS INTO A SHARP ANGLE AND, LUCKILY, COMPLETES HIS LONG-SHOT...

HERE GO ALL OF MY CHIPS!

THE ENEMY IS TOO SURPRISED AND TOO CLOSE TO BACK OFF! HE TAKES THE GAMBLE-- AND LOSES!!

CRASH!

PHEW! THAT WAS A CLOSE CALL! LOOKS LIKE I'M HOME FREE!

AS CAP TURNS ABOUT, HIS EYES OPEN WIDE WITH HORROR!!

YAAAA!

HE HAS **STRAYED** INTO ENEMY TERRITORY AND IS IN **IMMINENT** DANGER OF COLLISION WITH AN OBSERVATION BALLOON! CAP MUST JUMP OR BURN! HE **JUMPS!!!**

NOTHING I CAN DO BUT TRY A *SKY DIVING* POSITION--AND *PRAY!*

BUT THIS IS **NO** ORDINARY LEAP INTO SPACE. A CRACKLING CIRCLE OF **ENERGY** SPRINGS INTO EXISTENCE AND **SWALLOWS** THE FALLING SUPER-HERO...

SECONDS LATER...

THE PRODIGAL TRAVELER RETURNS ONCE *AGAIN*-- TO TAKE RESPITE WITH HIS FRIEND, *MISTER BUDA...*

YOU *DEVIL!* YOU *SCHEMING* LITTLE DEVIL! I'LL--*I'LL*--!

I'M *WEARY* OF THIS GAME OF YOURS, BUDA! YOU'VE THROWN ME INTO ONE *MAD* SITUATION AFTER *ANOTHER!*

IF "AMERICA IS *PEOPLE*" MUST I LIVE THE LIVES OF *ALL* OF THEM?

PUT A *STOP* TO THIS TIME TRIP!

HOW *LITTLE* YOU SEEM TO HAVE GAINED FROM SUCH A VALUABLE EXPERIENCE. DID YOU *REALLY* EXPECT THE MARCH OF THIS GREAT NATION TO BE A FORM OF MOCK *PAGEANTRY?*

WORDS, BUDA! MORE *WORDS!* ALL I WANT FROM YOU IS THE *REMOVAL* OF THIS *MYSTIC SIGN* FROM MY PALM!

NO NEED FOR THAT. THE TALISMAN WILL *VANISH* BY ITSELF -- WHEN IT HAS *DONE* ITS WORK...

IT'S DONE *ENOUGH!* REMOVE IT-- *NOW!*

SO, THE GREAT SUPERHERO IS *UNCOMFORTABLE* WITH THE SHARING OF HUMAN EVENTS. YOU WANT TO LEAD A *PARADE* AND SMILE TO THE CROWDS! YOU THINK THIS KIND OF THING IS THE *TOTAL* SUM OF YOUR COUNTRY!

IS THIS THE SHALLOW FACADE THAT IS CAPTAIN AMERICA?

THAT'S A *TERRIBLE* THING TO SAY TO ME, BUDA! IF I THOUGHT FOR A MOMENT THAT YOU MEANT IT -- I'D -- *I'D* --!!

WILL *THAT* MAKE YOU HAPPY? IS A *HAPPY ENDING* THE ANSWER TO ALL PROBLEMS? WOULD YOU STRIKE ME AND WALK AWAY *CONTENTED?*

DON'T TALK LIKE A *FOOL*, BUDA! IT'S JUST *NOT* EASY, YOU UNDERSTAND? IT'S NOT EASY TO *TOUCH* HISTORY IN THE FLESH. IT *WASN'T* EASY TO WATCH THOSE MINERS FACE DEATH -- OR SIT IN THE SEAT WHERE BRAVE KIDS HAD BEEN *BLOWN* AWAY IN THE SKY...

TURBULENCE! TRAGEDY! -- NO HISTORY IS MADE *WITHOUT* THEM!

EVEN AS CAP TALKS, A NEW CHANGE TAKES PLACE...

TRUE! BUT WE'D BE A NATION OF *MANIC DEPRESSIVES* IF THAT'S ALL THERE WAS. THERE'S *MORE* TO IT, BUDA! THINGS THAT HELP US TO *MUDDLE THROUGH.* THINGS TO *LAUGH* ABOUT... TO *SHOUT* ABOUT.

THE NEXT MOMENT IS AN EXPLOSIVE ONE...

UGH--!

CRACK!

BEGORRA! I'LL FIGHT ANY-THING ON TWO FEET-- EVEN IF IT 'TIS A MASKED MARVEL, PROTECTIN' HIMSELF WIT' A TIN SHIELD!

YE TOOK THAT ONE JUST FINE, BUCKO! THEY USUALLY STAY DOWN WHEN JOHN L. SULLIVAN HITS 'EM!

COME NOW. ON YER TOES! I'M WAITIN' ON YE!

BUDA SURE SENT ME ON MY WAY AGAIN IN GREAT STYLE! I'VE GOT TO DEAL WITH THE BOXING CHAMPION OF ALL TIME!

UP, LAD, UP WITH YE!

LOOK! THE MASKED MARVEL'S COMIN' BACK FOR MORE OF THE SAME!

KNOCK 'IM DOWN AGAIN, JOHN!

IT IS A DAY WHEN PROFESSIONAL BOXING IS A NEW SPORT IN AMERICA--BUT THE CROWD ROARS AS IT HAS SINCE TIME IMMEMORIAL...

COME ON, MASKED MARVEL! LET'S SEE YOU FIGHT!

MEANWHILE, CAP LEAPS TO HIS FEET AND SURPRISES THE GREAT "JOHN L." BY ARTFULLY SNAKING BENEATH HIS HAMMER-LIKE FIST!

HE ALMOST CAUGHT ME WITH THAT LEFT HAND! I'VE GOT TO WORK FAST!

WATCH IT, JOHN! DON'T KILL 'IM!

CAP'S ARM WHIPS UP WITH MISSILE SPEED AND SMASHES INTO THE CHAMPION'S JAW! IT IS A BLOW WHICH HAS FLOORED HIS STRONGEST FOES...

THAT SHOULD HAVE PUT HIM DOWN-- BUT IT DIDN'T!

POW!

THAT WAS A BEAUTY!

THIS GUY IS MADE OF IRON! I HIT HIM WITH EVERYTHING I HAD--YET ALL I DID WAS TO SHAKE HIM UP!

SAY! YOU'RE NOT BAD AT THAT, BUCKO! TRY IT AGAIN!

GLAD TO OBLIGE, CHAMP! I DON'T RELISH GOING TOO MANY ROUNDS WITH YOU!

WHAM!

UGH-..!

GOOD GRIEF! HE'S STILL UPRIGHT! SULLIVAN'S FEET MUST BE NAILED TO THE FLOOR!

THAT HURT ME, LAD!

BY GOLLY, I ENJOY NOTHIN' BETTER THAN A "BRANNIGAN" WITH A FELLA WHO PUNCHES LIKE YOU DO, BUCKO! LET'S MAKE A FIGHT OF IT!

I-I'VE GOT TO END IT! THIS HAS GOT TO DO IT!

POW!

CAP'S ARM **ACHES** FROM THE BLOW! --BUT ITS EFFECT ON THE CHAMPION IS UNCERTAIN! SULLIVAN **SWAYS**... HIS LEGS SUDDENLY GROW RUBBERY AND BEND TOWARD THE **FLOOR**...

THAT--WAS A-- **GOOD** ONE, BUCKO--

THIS COULD BE--**IT!**

THEN, LIKE A HUGE, STRICKEN BULL, THE GREAT "JOHN L." **CRUMBLES!**

I-I DID IT! I **KAYOED** THE CHAMP!

CRASH!

PANDEMONIUM FOLLOWS THE KNOCKOUT, CAUSED BY THE SUDDEN APPEARANCE OF THE **POLICE!** THE SPORT OF BOXING, AT THIS STAGE, HAS **NOT** YET BEEN LEGALIZED!!

IT'S A RAID! LET'S BLOW!

STAY WHERE YOU ARE!

YOU'RE ALL UNDER ARREST!

YEOW!

THE UPROAR SERVES TO **HEIGHTEN** CAP'S BE-WILDERMENT! HE IS **CAUGHT** IN A MOMENT OF **INDECISION**...

GET UP, MISTER SULLIVAN. THINGS ARE GETTING **OUT OF HAND!**

BUT, THE GREAT "JOHN L." DOESN'T **RESPOND.** IN FACT, THERE IS A **FAMILIAR** FEELING WHICH TELLS CAP THAT TIMES HAVE **CHANGED**...

O-OH, NO! I-IT'S **NOT** SULLIVAN I'M LIFTING --B-BUT **SOME-ONE ELSE!**

--LET HIM **GO,** MISTER--AND **BACK AWAY!**

IT IS ANOTHER PLACE--AND ANOTHER SITUATION. YET, IT IS STILL AMERICA, AT ODDS WITH ITS OWN PRINCIPLES...

SHOOT THE ABOLITIONIST AND TAKE THE RUN-AWAY SLAVE. WE AIN'T GOT ALL DAY!

NAW! WE CAN GET A BOUNTY FOR THE ABOLITIONIST, TOO. HE MUST BE ONE O' THEM OUTLAWS IN A FANCY GETUP!

YOU SHOULD'VE REMEMBERED TUH CARRY YER GUNS, MISTER... NOW GIT! MOVE!

WONDER WHUT HE USES THAT SHIELD FOR?

CAP IS STUNNED BY THIS NEW TURN OF EVENTS. HIS MIND QUICKLY ASSESSES WHAT IS HAPPENING--AND THE DEPTH OF HIS INVOLVEMENT...

LET'S GO, SLAVE. WE'RE RETURNIN' YUH TO YOUR MASTER--FOR A PRICE...

I'M GOIN' NOWHERE WITH YOU! THIS ISN'T SLAVE TERRITORY!

HOLD IT! YOU HAVE NO RIGHT TO TAKE THIS MAN!

IF THIS IS FREE TERRITORY, THEN YOU'RE THE TRESPASSERS!! BESIDES, IF HE'S COME THIS FAR HE SHOULD BE GIVEN THE CHANCE TO GO ON.

YOU BOUNTY HUNTERS MAY RUN INTO TROUBLE, GETTING HIM ACROSS THE STATE LINE!!

DON'T TELL US HOW WE STAND, MISTER, WE'VE GOT FRIENDS, HERE -- AND GUNS! IF ANYONE HAS TO WORRY--IT'S YOU!!

HE SHORE KNOWS HOW TUH SPEAK HIS PIECE!

CAN'T SAY I LIKE HIS RUNNIN' OFF AT THE MOUTH! THIS *FANCY FOOL* MAY BE MORE TROUBLE THAN HE'S *WORTH!*

I'M *STILL* FOR SHOOTIN' HIM!

YOU'VE GOT *STUPID* ANSWERS FOR PROBLEMS, MISTER. BULLETS SOLVE *NOTHING!*

HAHAHAHA! NOW, WILL YUH LISTEN TUH *THAT!*

PICK OUT A *TREE*, STRANGER. I GOT 'NUTHER IDEE THAN THE WASTIN' O' *BULLETS*. THIS NECKTIE WILL FIT YUH RIGHT *SMART!*

I DON'T SUPPOSE THE WORD "REASON" IS IN YOUR VOCABULARY!

MEANWHILE, A YOUNG OBSERVER OF THE SCENE DECIDES TO BECOME MORE THAN A MERE ON-LOOKER...

SLAVERS!-- DOIN' THEIR DIRTY WORK RIGHT HERE NEAR OUR FARM! PAW'LL HAVE A *FIT* IF'N I DON'T DO SOMETHIN' ABOUT IT!

THE BOY ACTS QUICKLY... HIS RIFLE LEAPS TO HIS SHOULDER AND SPITS FLAME!

I *DON'T* AIM TO KILL ANYBODY-- BUT A WELL-PLACED *SHOT* SHOULD GIVE THAT SLAVE A *CHANCE!*

POW!

THE SHOT ECHOES LOUDLY-- AND STARTLES THE BOUNTY HUNTERS FOR ONE PRECIOUS INSTANT...

OWW!

BAM!

HIT 'EM, MY FRIEND! HIT 'EM!

WHA--?!!

SAY NO MORE!

THE ACTION EXPLODES WITH INTENSE FURY! THE BOUNTY HUNTERS FIND THEMSELVES BATTERED FROM ALL DIRECTIONS...

I SURE STARTED ONE DOOZY OF A FRACAS!

AAAAA--!

CRAASH!

CAPTAIN AMERICA'S FLYING FISTS ARE BUSILY AT WORK! EACH PILE-DRIVER BLOW SENDS AN ADVERSARY ON A TRIP TO OBLIVION...

UGHH!

I WONDER WHAT PAW'S GONNA SAY ABOUT THEM BUSTIN' OUR FENCE LIKE THAT!?

MEANWHILE AT THE CENTER OF THE BATTLE, CAP PUTS A FINISHING TOUCH ON HIS LAST OPPONENT...

POW!

IF I CAN'T CHANGE YOUR MIND, MISTER-- AT LEAST I CAN STOP YOU--COLD!

THEN, IT IS OVER... THE BOUNTY HUNTERS ARE SILENCED...

I'VE BEEN ACHIN' TUH GET BACK AT THE SLAVERS.

ONE DAY, THINGS WILL BE DIFFERENT. YOU'LL BOTH LEARN TO TALK INSTEAD OF FIGHT!

I'LL NEVER *LIVE* TO SEE THAT DAY, MISTER STARS AND STRIPES! BUT I'M *HEADIN'* FOR TERRITORY WHERE THESE RATS ARE *SCARCE!*

I WISH YOU *WELL*, FRIEND!

"FRIEND." I NEVER HEARD THAT WORD FROM A WHITE MAN BEFORE!

IT SOUNDS... *GOOD*... FRIEND! I HOPE *YOUR* KIND WINS THE *WAR* A'BREWIN' IN THIS COUNTRY! --GOODBYE, MR. MASK!

NOT *MY* KIND-- *OUR* KIND, BROTHER!

WITHOUT ANOTHER WORD, THE TWO SPUR THEIR HORSES INTO MOTION AND GO THEIR *SEPARATE WAYS*. THE ONLY WITNESS TO THE PARTING IS THE *FARM BOY*, WHO WATCHES THEM *VANISH* ACROSS THE FIELDS...

PAW'D BE RIGHT *PROUD* O'ME, IF HE'D A'*SEEN* ALL THIS.

SUDDENLY--!

WHUT IN TARNATION *HAPPENED* HERE, SON? LOOKS LIKE THERE'S BEEN ONE HECK'UVA *RUCKUS!*

THE MEN ON THE GROUND ARE *SLAVERS*, PAW--I HELPED A FUGITIVE *GET AWAY!*

I'LL HAVE THESE UNDER *LOCK AND KEY* WHEN THEY GET ON THEIR FEET!

GOOD WORK, SON!

T'WARN'T *MY* DOIN', PAW-- THERE WUZ A *FANCY DUDE* AND A *SLAVE* WHAT DID ALL THE FIGHTIN'! IT SHORE WUZ A *SIGHT!*

THE BROODING EYES OF JOHN BROWN STARE AT THE HORIZON WITH THE SCOWLING FANATICISM THAT WILL BRING HIM TO THE GALLOWS-- AND INTO HISTORY, AS THE MAN WHO TRIGGERED EVENTS LEADING TO FORT SUMTER -- AND, EVENTUALLY, TO APPOMATTOX...

MEANWHILE, CAP REINS HIS MOUNT TOWARDS THE **SETTING SUN**, AND INTO A LAND WHERE THE GREEN GRASS FADES... WHERE THE **WIND** WHIPS DUST AMONG THE **SCATTERED ROCKS**...

THERE'S JUST MILES AND MILES OF **EMPTINESS** IN THIS ARID TERRITORY--

CAP HAS COME TO A STRANGE POINT OF **NO RETURN**. IT IS TOO FAR TO GO **BACK**--AND WHAT LIES AHEAD LOOKS **NONE** TOO PROMISING.

WE'RE IN A **BAD** SPOT, CHUM--LET'S HOPE THIS DRY STRETCH OF NOTHING **ISN'T** AS BIG AS IT **LOOKS**...

THE NEXT FEW YARDS PROVE **DISASTROUS!!**

HEY..! WHAT..?

A LIZARD **SCURRIES** ACROSS THE HORSE'S PATH AND **PANICS** THE ANIMAL...

AS THE HORSE REARS SHARPLY, CAP IS THROWN **HARD** TO THE GROUND! HIS MOUNT GALLOPS OFF, LEAVING HIM LYING PRONE ON AN EERIE, **HOSTILE** LANDSCAPE...

CAP FLOATS IN A SEA OF DARKNESS. IT IS A **PEACEFUL** SENSATION, WHICH IS INTERRUPTED BY A SUDDEN, **UNIDENTIFIABLE** JOLT-- CAP **AWAKENS**...

M-MY **HEAD**--IT FEELS LIKE A BEEHIVE THAT'S **FULLY OCCUPIED**.. UHHHHHHH--

I-I'M STILL IN THE **BADLANDS**-- BUT IF THAT'S A **JEEP** I SEE COMING TOWARD ME--I-I'VE LEFT MY LAST ADVENTURE **FAR BEHIND** ME...

HOGAN! THERE'S A **MAN** OUT THERE--

SOON AFTER--

HE'S REAL ALL RIGHT! QUESTION HIM!

THIS WAY, MISTER! STEP OUT OF THE SHADOWS-- WE'D LIKE TO TALK TO YOU!!

IS THIS BETTER, SOLDIER?-- I'M CERTAINLY GLAD TO SEE YOU TWO... THIS IS NO PLACE FOR LONG WALKS...

SAY-- AREN'T YOU--?

I'M THE BONA FIDE ARTICLE, ALL RIGHT! BUT, THIS IS MY FIRST BRUSH WITH THE MILITARY POLICE...

CAPTAIN AMERICA! OUT HERE, IN THESE BOON-DOCKS!

MP

I-I'LL HAVE TO TAKE YOU IN, SIR. THIS ISN'T EXACTLY A RECREATION PARK...

...IN FACT, IT'S HIGHLY DANGEROUS TO BE OUT HERE AT THIS TIME!

OH, REALLY? EXPECTING A TORNADO OR SOMETHING?

THE SOLDIERS REMAIN SILENT-- THEY MOTION CAP INTO THE JEEP AND DRIVE OFF...

THERE'S SOMETHING GOING ON...PERHAPS DESERT MANEUVERS...

RESTR ARE KEEP OU U.S. GOV

HOLD IT! THIS IS AS FAR AS YOU GO! ALL TRAFFIC'S BEEN HALTED!

HOP OUT OF THAT JEEP! SNAP TO IT! IT'S FIVE MINUTES TO DOOMSDAY!

IT IS THE WORD, "DOOMSDAY" WHICH TRIGGERS THE THOUGHT IN CAP'S MIND--"NOW, YOU KNOW WHERE YOU ARE."

GET GOIN' TO THE PITS! THE CLOCK'S TICKIN' OFF THOSE SECONDS LIKE CRAZY!

I UNDERSTAND, SOLDIER... YOUR ADVICE IS WELL TAKEN!

THIS WAY, SIR!

WHEN CAP REACHES THE PITS, HE FINDS WHAT HE EXPECTED--SCIENTISTS, MILITARY PERSONNEL AND GOVERNMENT PEOPLE. TO THEM, HIS APPEARANCE IS TOTALLY UNEXPECTED!!

GET A LOAD OF WHO JUST DROPPED IN! I DIDN'T KNOW HE WAS INVITED--

IF HE'S HERE--WELL HE'S SUPPOSED TO BE HERE.

CAPTAIN AMERICA! THIS IS A SURPRISE!

I-I GUESS IT IS...

THERE HE IS, GENERAL HALSTEAD--JUST AS WE FOUND HIM.

WELCOME TO ALAMAGORDO, CAP! IT'S STRANGE THAT WE RECEIVED NO WORD OF YOUR ARRIVAL...

OF COURSE, WE'LL CLEAR THAT UP WHEN THIS IS OVER. MEANWHILE, YOU'LL BE GIVEN EYESHADES. WEAR THEM UNTIL THE REMOVAL ORDER IS GIVEN!

YES, SIR...

THE GADGET BOYS ARE CONFIDENT ABOUT THE OUTCOME OF THIS THING--BUT FRANKLY, I'VE SEEN A LOT OF WORRIED FACES... IT'S SAID THAT ANYTHING CAN HAPPEN!

WHY DON'T YOU THINK OF THIS AS JUST ANOTHER FIRST, GENERAL...

THE VAST DESERT SEEMS FROZEN IN TIME. NOTHING SEEMS TO MOVE. THE ONLY SOUND THAT REACHES CAP'S EARS IS THAT OF HIS OWN HEARTBEAT! THEN--

READY FOR COUNTDOWN! 10--9--8--

--7--6--5--4--

3--2--1--IGNITE!

BEHOLD, THE *FUTURE* COMES! *PUREST FIRE* AND SUBSTANCE FROM THE STARS... OR *OBSCENITY*, ABLAZE IN SATAN'S EYE?

M-MY *KNEES* ARE SHAKIN'!--I-IT'S LIKE I'M *UNSTRUNG!*

THIS IS IT!! *THIS IS IT!!*

THE **LIGHT** *COMES FIRST, THE FLAME, GROWING, GROWING, RISING LIKE AN* **IMMENSE SUN** *TOWARD THE HEAVENS--THEN THE* **SHOCK WAVES** *RACE ACROSS THE ENDLESS MILES BEFORE THE ROLL OF* **THUNDER** *ASSAULTS THE EARS. THEN, DETACHING ITSELF FROM ITS HUGE PILLAR OF SMOKE, THE GIANT* **FIREBALL** *VANISHES INTO THE STRATOSPHERE--AND THE* **MADDENING** *PROBLEM OF THE* **ATOMIC BOMB** *IS THROWN INTO THE LAP OF* **ALL MANKIND.**

SPECTACULAR! AWE-INSPIRING! WHAT DID YOU THINK OF IT, CAP?

I-I CAN'T BELIEVE IT, GENERAL! DIDN'T TAKE MY EYES OFF HIM! THEN, SUDDENLY-- POOF!!

WHA--? HE'S GONE! BUT WHERE? HE WAS STANDING RIGHT HERE!!

I-IT'S IMPOSSIBLE! A MAN JUST DOESN'T DISAPPEAR LIKE THAT!--LIKE HE WAS A GHOST OR SOME-THIN'!

I-IF NOT FOR THOSE GOGGLES HE LEFT BEHIND--Y-YOU'D THINK THAT--HE WAS NEVER HERE!

BUT THE SOLDIER HAS NEVER HEARD OF MISTER BUDA--AND HIS STRANGE WAY OF TRANSPORTING PEOPLE FROM CEN-TURY TO CENTURY! CAP IS AT THE SCENE OF ANOTHER FIRE--THE OLD FASHIONED KIND!!

RUN! THE WHOLE TOWN IS BURNING! RUN FOR YOUR LIVES!

GOOD LORD!

IT IS A BAD NIGHT FOR THE CITY OF CHICAGO IN 1871. THE STORIES OF HOW THIS MASSIVE FIRE STARTED WILL BOIL DOWN TO THE NERVOUS KICK OF A COW. BUT HERE IN THE CENTER OF THE HOLOCAUST, HEAT AND CHAOS ARE CLAIMING A PANICKED POPULACE!!

CLEAR THE STREET! GET OUT OF THE WAY!--OR YOU'LL BE RUN DOWN!

HELP! HELP!

IT'S TRUE! THE ENTIRE CITY IS ON FIRE!!

SUDDENLY, A MAN **BOLTS** FROM THE MILLING MOB. HIS FACE **REFLECTS** THE TERROR AND **TRAGEDY** WHICH IS RAMPANT THIS NIGHT...

STAND ASIDE, YOU CLOWN! **EVERYTHING** I OWN IS IN THAT BUILDING!

BUT YOU **CAN'T** GO IN THERE! I-IT'S A **MASS OF FLAME!**

CAP **SEIZES** THE MAN IN A STEEL GRIP, BUT PANIC HAS GIVEN HIS CHARGE **TREMENDOUS** STRENGTH. THE TWO MEN **STRUGGLE** IN THE BLISTERING HEAT... AS THE FIRE **CONSUMES** WHAT IS LEFT OF THE BUILDING...

LET ME GO! LET ME GO! IF I DON'T SAVE MY VALUABLES, I'LL HAVE NOTHING! **NOTHING!**

YOU'LL HAVE YOUR **LIFE!**

A LOUD RUMBLE FROM ABOVE **ALERTS** CAP! HE SEES A **SECTION** OF THE BUILDING WALL **HURTLING** DOWN UPON HIM!

QUICK! GET UNDER MY SHIELD! IT'S OUR **ONLY** CHANCE!

WHEN IT SEEMS THAT THE TWO WILL BE **CRUSHED,** CAP'S SHIELD FLIES UP AND TAKES THE BRUNT OF THAT **SHATTERING COLLISION!**

KRAASH!

MOMENTS LATER--

I-IT'S A MIRACLE! THAT SHIELD OF YOURS SAVED OUR LIVES!

I'M GLAD YOU'RE THINKING OF LIVING, MISTER! PERHAPS YOU'VE BEEN BROUGHT TO YOUR SENSES!

UUGGHH--! CATCHING ALL THAT FALLING WEIGHT TOOK SOME STEAM OUT OF ME! IT'LL TAKE A MOMENT TO BOUNCE BACK!

WHO ARE YOU, STRANGER? I'VE NEVER SEEN ANY-ONE IN CHICAGO DRESS LIKE THAT!

CHICAGO!--AT THE TIME OF THE GREAT FIRE! I SUSPECTED AS MUCH! THE OLD CITY SHALL SOON BE GUTTED!

SURE LOOKS LIKE IT! LET'S GET OUT OF HERE!

THERE'LL BE NOTHING BUT A MOUNTAIN OF ASHES WHEN THE FIRE DIES DOWN!

THAT WON'T FAZE AMERICANS! THEY'LL BUILD A NEW CITY HERE!--A CITY THEY'LL WRITE SONGS ABOUT!

CAP SOON JOINS THE FLOW OF REFUGEES FLEEING FOR SAFETY...

HEAD FOR THE RIVER...

DON'T PUSH!

I'LL HOLD THIS, MA'AM--

THANK YOU, SIR--

THE CROWD SURGES TOWARD THE PIERS OF THE CHICAGO RIVER. THE PRESS OF PEOPLE CAUSES NUMEROUS CASUALTIES, AS ALL AVENUES OF ESCAPE ARE SOUGHT!

CAP HEARS A LOUD SPLASH, FOLLOWED BY A CRY FOR HELP!

OH OH! SOMEONE'S IN TROUBLE!

SAVE ME! I-I CAN'T SWIM!!

IT IS ALMOST A RE-FLEX FOR CAP TO RESPOND TO A CALL FOR HELP!

THE WATERS ARE DARK AND COLD. CAP KNIFES INTO THE DEPTHS TO FIND HIS QUARRY, BUT--

THERE'S NO SIGN OF THAT UNFORTUNATE! IT'S DIFFICULT TO SEE THROUGH THIS BLACK INK!!

BELOW CAP, AN EERIE LUMINESCENCE APPEARS -- DRAWING HIM DEEPER AND DEEPER UNTIL IT LOOMS BEFORE HIM -- OFFERING HIM THE CHANCE FOR A MORE VIABLE EFFORT...

NO SOONER DOES CAP PASS INTO THE LIGHT THAN HE DETECTS A CHANGE IN HIS SURROUNDINGS...

SOMETHING'S WRONG! THESE ARE NOT THE WATERS OF THE CHICAGO RIVER!

THEN, A GREAT SHARK BEARS DOWN UPON HIM AND CONFIRMS HIS SUSPICIONS...

THE MAN-EATER OPENS HIS JAWS AND REVEALS THE ROWS OF SAW-LIKE TEETH WHICH ARE ABOUT TO SNAP AT CAP'S FEET...

CAP ACTS WITH SUPERB SWIFTNESS AND INGENUITY!

ZOMP!

A GOOD CLOUT ON THE SNOOT WILL DISCOURAGE ANY FOE! MY FINNY CHUM IS LEAVING--AND SO AM I!

THE ATTEMPT TO REACH THE SURFACE IS TOO MUCH FOR CAP! HIS BREATH IS ALMOST GONE! HE GASPS AND CLUTCHES AT HIS THROAT...

CAP SUDDENLY FEELS THE PRESENCE OF OTHERS! THERE IS A MAN ON EITHER SIDE OF HIM...SUPPORTING HIM AND DRAWING HIM TOWARD A STRANGE CRAFT WHICH LIES BELOW...

HE'S PASSED OUT! LET'S GET HIM INSIDE! QUICK!

HE'S THE WILDEST FISH WE'VE PICKED UP YET! WONDER WHAT HIS STORY IS?

HAULING THEIR PRIZE CATCH INTO THE SUB-SEA VESSEL, THE DIVERS LOWER CAP INTO THE CONTROL CHAMBER...

SAVE THE QUESTIONS, MORGAN! THIS MAN NEEDS OXYGEN!!

JUMPING CATFISH!

THE LIFE-GIVING AIR IS ADMINSTERED! IT FLOWS INTO CAP'S ACHING LUNGS AND STIMULATES HIS HEART-BEAT...

THAT'S IT, MAC! BREATHE DEEPLY... THAT'S IT! I THINK YOU'RE GOING TO MAKE IT!

T-THANKS, PAL. I-I DON'T KNOW HOW I GOT HERE... BUT IT SURE WAS A STROKE OF LUCK!

WE'RE DOING UNDERSEA RESEARCH OFF THE CONTINENTAL SHELF. WHAT'S YOUR EXCUSE FOR BEING IN THESE WATERS?

NOTHING THAT YOU WOULD BELIEVE...

THAT COSTUME YOU'RE WEARING--IT SOMEHOW LOOKS FAMILIAR! I--I KNOW NOW! YOU'RE THAT FAMOUS SUPER HERO--

DON'T BEND YOUR MIND, FRIEND. WHO I AM DOESN'T MATTER. WHAT YOU BOYS ARE DOING HERE IS MIGHTY IMPORTANT.

WHAT WE LEARN DOWN HERE MAY ONE DAY FEED THE ENTIRE HUMAN RACE.

BUT, ENOUGH OF THAT. I'LL CALL SURFACE OPERATIONS TO SEND DOWN A DIVING BELL FOR YOU.

YOU WON'T HAVE TO BOTHER. IT LOOKS LIKE I MAY NOT BE HERE THAT LONG!

CAP STUDIES HIS GLOWING PALM--THE TALISMAN PLACED THERE BY MISTER BUDA SEEMS TO PULSE WITH A LIFE OF ITS OWN--AS IF CROUCHING FOR A LEAP INTO THE UNKNOWN...

WHERE TO NOW, MISTER BUDA? WHERE WILL YOUR PSYCHIC SIGN SEND ME--NOW?!?

CAP CATCHES ONE LAST GLIMPSE OF HIS SURPRISED HOST AS THE CHANGE OVERTAKES THEM BOTH...

NO, FRIEND. I'M MERELY... LEAVING. GOOD-BYE AND... THANKS!

WH--WHAT IN HEAVEN'S NAME--?! Y-YOU'RE FADING! FADING L-LIKE A... GHOST!

THE NEXT SENSATION IS A WILD ASSAULT ON THE SENSES! CAP PLUNGES INTO A LIMBO OF VAST, ELEMENTAL DIMENSIONS. IT SEEMS LIKE AN ENDLESS FALL WITH NO LANDING SITE IN VIEW...

BUT THIS MAD FLIGHT ENDS AS SUDDENLY AS IT BEGAN, IN THE FAMILIAR SURROUNDINGS OF MISTER BUDA'S PLACE OF WONDERS...

YOUR BAD PENNY IS BACK, BUDA. IF YOU'VE BEEN WAITING FOR ME, YOU SURE HAVE A STRANGE WAY OF "HANGING AROUND"...

SPARE ME, YOUR PUNS, SIR! THEY GENERATE NEGATIVE VIBRATIONS IN THIS MOST POSITIVE STATE...

OF COURSE, YOU KNOW LITTLE OF TRANS-YOGA-- AND THE MENTAL BENEFITS ONE DERIVES FROM THE PROPER APPLICATION OF PHYSICAL POSITIONING...

YOUR ATTEMPT AT HUMOR INDICATES AN ADJUSTMENT TO YOUR OWN SITUATION...

I'D FIND IT EASIER TO ADJUST TO HANGING, BUDA! I'M LOOKING FORWARD TO THE END OF MY TRIP! THE AMERICA I'VE SEEN IS THE AMERICA I'VE ALWAYS KNOWN!

I'VE *NEVER* BEEN FOOL ENOUGH TO BELIEVE THAT THIS COUNTRY IS MADE OF *HEROIC MONUMENTS* OR FANCIFUL ACCOUNTS, CREATED TO INSPIRE PEOPLE TO *PATRIOTIC FERVOR*...

YES, YOU'VE KNOWN IT, THE TRIUMPHS AND THE TRAGEDIES-- THE *PEOPLE* AT THEIR BEST, AND AT THEIR *WORST*--MEN BUILDING, AND *DESTROYING!*

BUT YOUR CONCLUSION IS RATHER *HASTY*, I'D SAY. HOWEVER, WITH THE LITTLE TIME *LEFT* TO YOU FOR FURTHER INSIGHT, YOU MAY *YET* STUMBLE ON THE *TRUTH*...

T-THEN, IT'S *NOT* OVER! YOUR BLASTED TALISMAN IS *STILL* ACTIVE AND ACHING TO *TRAVEL!?!*

WELL, I'LL SEE IT *THROUGH!* BUT IT'S AN EXER-CISE IN *FUTILITY*, BUDA! YOU'VE GOT *NOTHING* TO TEACH ME!

EXPERIENCE TEACHES, NOT I, SIR--

IF YOU WATCH ME *CAREFULLY*, YOU WILL REALIZE THAT I AM MERELY A *DOORWAY* --OPENING TO REVEAL THE *LIGHT BEYOND*...

THE LIGHT OF THE *FUTURE*, PERHAPS...

THE FACE OF MISTER BUDA GLOWS WITH THE BRIGHTNESS OF A CELESTIAL BODY SUSPENDED IN THE DARKNESS OF SPACE-- UNTIL IT IS REPLACED BY THE MAJESTIC REALITY OF THE GREAT PLANETARY SPHERE OF THE EARTH ITSELF..

...THE EARTH, VIEWED FROM THE HOSTILE SURFACE OF ITS OWN LIFELESS SATELLITE. THIS IS THE NEXT PLACE CAPTAIN AMERICA MUST ENTER...

WHERE ARE THE **BOUNDARIES** OF A COUNTRY WHICH **CAN'T** STOP GROWING? EARLY SETTLERS CROSSED THE **DELAWARE** AND STARTED THE BALL ROLLING UNTIL IT BECAME A **MISSILE** WHICH CROSSED THE **GREATEST RIVER** OF ALL-- THE RIVER OF PLANETS AND STARS, THE **LIMITLESS** FRONTIER WHERE DESTINY **STILL** WAITS FOR THOSE WHO CARRY A FLAG AND A **DREAM**! HAVING SPED ACROSS THE **PAST** AND THE **PRESENT**, CAP IS NOW CONFRONTED BY--

THE FACE OF THE FUTURE!

CHAPTER FIVE

MISTER BUDA'S **OUTDONE** HIMSELF THIS TIME! HIS TALISMAN HAS TAKEN ME CLEAR TO THE **MOON**! I-I DON'T KNOW WHAT HE EXPECTS ME TO **LEARN** HERE-- EXCEPT HOW TO **CONSERVE** MY **OXYGEN**!!

SUDDENLY--!

I-I WONDER WHAT CAUSED THAT *BLOW-UP!?* THE MOON *ISN'T* AS DEAD AS IT *SEEMS* TO BE!

CAP'S CURIOUSITY MAKES HIM **CARELESS!** HE IS **UNPREPARED** FOR THE BLAST WHICH FOLLOWS! IT STRIKES **CLOSE ENOUGH** TO HURL HIM OFF HIS **FEET!!**

CAP HAS BARELY **RECOVERED** FROM HIS SHOCK AND SURPRISE WHEN A STRANGE **AIR-JET** VEHICLE SPEEDS INTO VIEW, SPRAYING **DUST** IN ALL DIRECTIONS-- WHILE ITS CREW SPRAYS **DEATH** FROM **BLAZING WEAPONS!!**

JUMPING JACKRABBITS! I'M UNDER FIRE!

WHAT'S BEEN GOING ON HERE?

THE *LATEST* EFFORTS IN SPACE HAVE BEEN SPONSORED IN THE NAME OF INTERNATIONAL *COOPERATION*... I CAN'T UNDERSTAND *HOW*--?

CAP TRIES TO MAKE SENSE OF THIS BIZARRE DEVELOPMENT...BUT *NOTHING* OF WHAT HE'S WITNESSED SEEMS TO FALL INTO *PLACE*...

I'VE GOT TO *GO ON*-- GOT TO LOOK *INTO* THIS!

AT THAT MOMENT, THE *STERILE* HILLS FLARE UP WITH THE HOT COLORS OF *WAR!* MEN DASH ACROSS THIS ETERNAL STAGE IN THE RUSH OF *BATTLE!* THEIR GUNS SPIT FLAME... BUT THEY MAKE *NO SOUND* ON THE AIR-LESS *MOON*...

IT'S A *FIRE-FIGHT!* --BETWEEN FORCES I *CAN'T* IDENTIFY!

B-BUT THIS IS *IMPOSSIBLE!* NOTHING LIKE IT HAS BEEN RE-PORTED-- OR *HINTED AT!!*

MISTER BUDA'S FINALLY MANUEVERED ME INTO THE THICK OF A *FIRST CLASS* MYSTERY!

I *MUST* FIND OUT MORE!

BUT WHEN CAP REACHES THE TOP OF THE RISE--

THEY'RE *GONE!* THE BATTLE'S *MOVED ON!* BUT I'M BEGINNING TO *UNDER-STAND*...

BUDA'S TALISMAN HAS TAKEN ME TO THE *FUTURE!* IT DOESN'T MATTER WHAT THE DATE IS--*MEN ARE FIGHTING ON THE MOON!* MY GUESS IS THAT *AMERICANS* ARE IN-VOLVED!!

CAP REALIZES THAT MEN WILL FIGHT **ANYWHERE**... AND BRING THEIR CONFLICTS TO THE **STARS THEMSELVES.** HE KNOWS THAT THE ISSUE LIES **NOT** IN SEEKING NEW ENVIRONMENTS, BUT IN STRIVING FOR CHANGES IN **MAN'S OWN CHARACTER.**

A **WRECKED** MOON VEHICLE! LOOKS LIKE IT'S TAKEN A **FATAL BLOW...**

PLUNGING INTO THE SHALLOW CRATER, CAP INCHES TOWARD THE **HEAT-SCORCHED** METAL HIDE OF THE **STRICKEN CRAFT...**

I'VE GOT TO FIND AN **ENTRY...** THERE MAY BE A **CHANCE** THAT SOME OF THE CREW HAVE **SURVIVED** THE HIT!!

CAP FINDS A **PORTHOLE** AND PEERS INTO IT, IN SEARCH OF MOVEMENT **WITHIN** THE VEHICLE...

CAN'T SEE A **THING!!** THE INTERIOR IS A JUMBLED **MESS** OF **SMASHED CIRCUITS!!**

SUDDENLY, CAP IS GRIPPED BY THE FAMILIAR SENSATION OF MOTION--OF SPINNING OUT!

HE DOESN'T HAVE TO LOOK AT HIS PALM TO KNOW THAT MISTER BUDA'S TALISMAN IS ALIVE AND ACTIVE...

CAP IS LEAVING THE MOON! HE FEELS HIMSELF RECEDING INTO THE PSYCHIC REALM OF MANY ROADS...

SOON, HE BECOMES A MERE SPECK UPON THE FACE OF THE INFINITE. TIME AND SPACE ARE RENDERED MEANINGLESS AND IMPOTENT...

THEN, CAP RETURNS. HE IS A SMALL, VAGUE IMAGE THAT TAKES ON SHAPE AND DIMENSION AS IT GROWS LARGER...

AS HIS IMAGE GROWS MORE DEFINED, IT IS EVIDENT THAT HE HAS EXPERIENCED ANOTHER CHANGE...

HIS EYES ABSORB THE NEW WORLD ABOUT HIM AND REGISTER HIS CONTINUING SURPRISE AT THE UNFOLDING OF EACH NEW SITUATION...

WHERE IS CAP NOW? WHAT FACET OF HIS COUNTRY HAS OPENED TO HIM IN HIS FORCED ROLE AS "TRUTH-SEEKER"?

THEN--!

HEY, FELLA! WHERE DID YOU COME FROM!?

HOW DID HE GET ON THE SET?

STUDIOS

THIS ISN'T FUNNY, SWEETHEART! YOU RUINED A GOOD TAKE!

WHO IS THIS NUT?

YEAH! WHO IS THIS NUT?

WILL SOMEONE TELL US WHO THIS NUT IS?

WHO CARES!!? HE COSTS US MONEY EVERY MINUTE HE STANDS THERE GAPING!!

CAP IS PUZZLED AND INTRIGUED BY HIS NEW SURROUNDINGS. HE KNOWS WHERE HE IS-- BUT NOT WHY!!

CLEAR OUT, WILL'YA, FELLA? WITH THAT COSTUME, YOU DON'T BELONG IN A FOREIGN LEGION PICTURE!

HE LOOKS LIKE ONE OF THOSE NEW COMIC BOOK HEROES!

ER--I'D LIKE TO APOLOGIZE FOR CAUSING THIS CONFUSION. IF YOU'LL EXCUSE ME, I'LL MOVE ON...

ENOUGH WITH YOUR EXCUSES! JUST BEAT IT!!

IT IS HOLLYWOOD, IN ITS GOLDEN AGE -- A SELF-CONTAINED LAND OF ENCHANTMENT, WHERE CAP STRIDES UNNOTICED AMONG A HOST OF PEOPLE IN COSTUME...

AT THAT MOMENT...

YOU, THERE! YOU, IN THE BLUE SUIT WITH THE STAR! STOP A MINUTE, WILL'YA!!?

J.B. SHMELTZER WANTS TO LOOK AT YOU!

WHO SAYS SO?

OH-OH! IT SEEMS I'VE CAUGHT THE ATTENTION OF ONE OF THOSE SO-CALLED MOVIE MOGULS!

J.B.!! DON'T YOU SEE IT? DON'T YOU SEE HOW PERFECT THIS GUY IS FOR THE BIG FINALE OF OUR PICTURE?

I SEE A NOBODY IN A FUNNY SUIT! CAN HE SING? CAN HE DANCE? HE DOESN'T EVEN LOOK LIKE HE CAN TALK!!

IN THAT SUIT, ALL HE HAS TO DO IS JUST STAND THERE! WE'LL SHOOT THE NUMBER AROUND HIM!

YOUR MIND HAS SNAPPED, MELVIN! EVER SINCE YOU MARRIED MY DAUGHTER, I'VE WATCHED YOU GOING TO PIECES!

THIS IDEA STINKS!

J.B.!!! YOU'VE STABBED ME!--RIGHT HERE!! MELVIN GRUBBER, THE WONDER BOY OF PICTURES!--THIS STUDIO'S ACE PRODUCER!--YOUR SON-IN-LAW!

ALL RIGHT!! ENOUGH ALREADY! DON'T BLUBBER ALL OVER ME! DO THE NUMBER YOUR WAY!

BUT REMEMBER, DUMBHEAD! IF THAT PICTURE LOSES MONEY, YOU'LL BE AN OFFICE BOY AGAIN!

DON'T WORRY, J.B. JUST STAND BY FOR AN ACADEMY AWARD!!

COME WITH ME--!

W-WHERE ARE WE GOING?

SOUND STAGE 2

DON'T ASK QUESTIONS OF MELVIN GRUBBER! JUST DO AS YOU'RE TOLD!!

ROLL THE BIG FINALE! I'VE GOT OUR MAN!

GREAT GOING, MISTER "G"!

EVERYBODY! ON THE SET FOR THE BIG FINALE!

LIGHTS! CAMERAS! WE'RE ROLLING THE BIG FINALE!

B-BUT W-WHAT AM I SUPPOSED TO DO!?

JUST STEP THIS WAY, SWEETIE! I'LL SHOW YOU!

YOU HEARD MISTER GRUBBER!

I THINK YOU PEOPLE ARE MAKING A BIG MISTAKE! I'M ONLY GOING TO RUIN THIS SCENE FOR YOU! MY TALENTS LIE IN OTHER DIRECTIONS--

FINE! FINE! STAND HERE AND SMILE RIGHT INTO THE CAMERAS OUT FRONT!!

DON'T MOVE FROM THIS SPOT, BIG FELLOW!

GET READY, GIRLS! THIS IS A TAKE!

QUIET ON THE SET!

A MOMENT LATER, A VOICE SHOUTS FOR ACTION-- AND CAP FINDS HIMSELF IN THE CENTER OF ONE OF THE FABLED PRODUCTION NUMBERS THAT MADE THE HOLLYWOOD MUSICAL SO POPULAR!

ROLL 'EM!

ALL THE YEARS OF FIERCE COMBAT AGAINST FORCES OF **OVERWHELMING POWER** HAVE DONE **LITTLE** TO PREPARE CAP FOR THE TERRIFYING EXPERIENCE OF BEING **THRUST** INTO THE GLARE OF **KLIEG LIGHTS** AMID AN UNDULATING SEA OF **PRECISION DANCERS...**

THAT'S IT! THAT'S IT! SPEED UP THE TEMPO A LITTLE, GIRLS!

THE BIG LUG IS PANICKING! HE'S GOT STAGE FRIGHT!

WHAT'S THAT GUY IN BLUE DOING!? STOP HIM FROM MOVING AROUND!

HEY, BIG FELLA! PUT YOUR EYES BACK IN YOUR HEAD AND SMILE!

WHAT'S WITH HIM?? THE BUM'S NOT EVEN A PRO!!

CAP RECOVERS HIS **COMPOSURE** AND WATCHES THE **PARODY** OF PATRIOTISM WITH A **JAUNDICED EYE.** HE FEELS THAT SOMEWHERE, MISTER BUDA MUST BE **LAUGHING** AT THE PRANK HE'S PLAYED ON HIS **SUPER-GUEST.**

BETTER! MUCH BETTER! BLUE BOY'S LOOKIN' GOOD!

YOU'RE RIGHT, MISTER GRUBBER! HE FITS RIGHT INTO THIS NUMBER!

HIT IT, GIRLS! HIT IT!

SOMETHING WITHIN CAP **REBELS** AGAINST THIS CHARADE! HIS EMBARRASSMENT GIVES WAY TO **ANGER** -- AND HE BEGINS TO **ASSERT HIMSELF...**

I'M NOT GOING ON WITH THIS! IT'S GOT TO STOP! RIGHT NOW! I SAID-- **STOP!!**

WHAT'S HE UP TO? HE'S RUINING THE SCENE!

HOLD IT! I SAID CUT! **CUT!**

THE GUY'S GOING NUTS! HE'S A RAVING NUT!

BUDA! IF YOU CAN HEAR ME, SHOW YOURSELF!! I KNOW YOU CAN REACH ME IF YOU WANT TO!

IT WAS YOU WHO SPOKE OF *AMERICA AND THE TRUTH AT THE HEART OF IT! I'VE STILL GOT TO SEE IT, BUDA!*

SUDDENLY, THE LIGHTS **BLINK OUT IN UNISON.** THE DANCERS **VANISH** AND ALL SOUND CEASES IN THE **ENGULFING DARKNESS.** CAP SENSES THAT HE IS ONCE MORE... **ALONE...**

BUDA DID THIS! I **KNEW** HE WOULD HEED ME IF I **SPOKE OUT** TO HIM!

IS THIS MORE **PLEASING,** SIR? YOU SEEMED **...DISTURBED!**

A LARGE **SPOTLIGHT** FLICKS ON AND TRANSFIXES CAP IN ITS **BLINDING GLARE...**

NO MORE OF YOUR **SHOW BUSINESS** TRICKS, YOU LITTLE CHEAT! COME OUT OF THE SHADOWS WHERE I CAN **SEE** YOU!

BY THE **STARS,** SIR-- YOU MUST **CONTAIN** YOUR EMOTIONS! LET'S BE **CALM!**

BE **CALM,** YOU SAY? **BE CALM!?** YOU'VE LED ME INTO ONE **MAZE** AFTER ANOTHER!-- "IN SEARCH OF THE **REAL AMERICA!**" YOU SAID!

WELL, I'VE **BEEN** THERE, SHORTY! I'VE **SEEN** THE PAST, PRESENT AND EVEN THE **MUDDY** FUTURE!--BUT THIS LAST **FARCE--!**

BUT IT WAS **NOT** A FARCE! THERE'S **NOTHING** MORE AMERICAN THAN A **MOVIE!**

DON'T **PUSSYFOOT** AROUND THE ISSUE, YOU WEASEL! YOU **KNOW** WHAT I MEAN! WHERE IS THE **TRUTH?** **WHERE IS THE ESSENCE THAT MAKES ALL AMERICANS STAND UP AS ONE--NO MATTER WHAT THEIR LOT MAY BE?**

AHHH! NOW YOU ARE **TRULY** AT THE **HEART** OF THE MATTER, SIR. YOUR TRIP HAS **HELPED** YOU, AFTER ALL! IT HAS MADE YOU **THINK!**

THANKS, MISTER BUDA! THANKS FOR NOTHING! I'M JUST CRAZY ABOUT BEING TREATED LIKE A CHILD...

IN A SERIOUS MATTER SUCH AS THIS--IT IS BEST TO APPROACH IT AS A CHILD!

THERE YOU GO AGAIN! SLIPPING IN A ZINGER THAT WILL BOUNCE ME OFF THE TRACK!!

THIS IS NOT SO, SIR. I SPEAK OF A SIMPLE THING--MERELY THAT THE CHILD REMEMBERS WHAT THE MAN FORGETS!

WHEN YOU REACH YOUR NEXT DILEMMA, SIR, REACH NOT FOR MISTER BUDA IN YOUR FRUSTRATION, BUT SPEAK TO THE CHILD WHO GREW UP TO BECOME CAPTAIN AMERICA!

TIME IS SHORT. YOU MUST MAKE THE MOST OF IT...

I SEE WHAT YOU MEAN! THE PSYCHIC TALISMAN ON MY PALM IS BEGINNING TO FADE!

WHEN IT IS GONE, YOUR TRIP WILL BE OVER...

THINGS WILL CHANGE FASTER NOW AND IN THESE FINAL MOMENTS YOU HAVE A CHOICE OF DESTINATIONS.

SPEAK TO THE CHILD, CAPTAIN AMERICA, HE WILL TELL YOU WHAT THIS COUNTRY IS--

SO, I'M AT THE CONTROLS, NOW, EH? WHAT DO I DO?-- SHOUT OUT THE STOPS LIKE A BUS DRIVER?

WELL, DON'T STAND THERE LIKE A PLUCKED CHICKEN! THIS IS YOUR GAME, NOT MINE! HOW DO I PLAY IT?

YOU MUST RELAX, SIR. YOUR OWN INSTINCTS WILL GUIDE THE PSYCHIC TALISMAN TO THE PROPER PLACES...

I SHALL GO WITH YOU. IT WILL BE INTERESTING TO SEE IF YOU REACH THE POINT OF TRUTH.

THE CHANGE COMES EVEN AS THEY TALK. THE TWO FIND THEMSELVES IN A PEACEFUL MEADOW...

THE TRIP HAS RESUMED. IT WILL BE SWIFT, AS I HAVE SAID.

SURE, SURE--

LISTEN! IT'S COUNTRY MUSIC!

FOLLOWED BY BUDA, CAP IS DRAWN TO A SMALL CABIN AND AN OLD MAN WITH A FIDDLE...

WELCOME, STRANGERS. ANYTHIN' I CAN DO FOR YUH?

KEEP PLAYING, OLD TIMER. YOU'RE DOING JUST FINE!

I SHORE LIKE T'PLAY THE FIDDLE WHEN THE CHORES ARE DONE...

HERE'S A TUNE THAT'S SET'EM DANCIN' FER YEARS!

FOR THE FIRST TIME IN HIS JOURNEY, CAP FEELS THE TOUCH OF SERENITY-- AND A SOFTENING OF THE TENSIONS INCURRED FROM HIS EXPERIENCE.

GENUINE FOLK MUSIC IN A PEACEFUL COUNTRYSIDE, BUDA. THAT'S AMERICA, TOO. I COULD STAY HERE FOREVER--

IT IS THE INNER WISH OF A WEARY MAN-- BUT NOT THE TRUTH--

DON'T RAZZLE-DAZZLE ME. LIFE ISN'T ALL TRIAL AND TRIBULATION! THE SENSE OF PEACE IS WHAT EVERY AMERICAN SEEKS! WE STRUGGLE TO ACHIEVE IT--AND KEEP IT.

TO KEEP IT IS NOT POSSIBLE-- TO ENJOY IT AS OFTEN AS YOU CAN... IS A PRIZE UNEQUALLED.

BESIDES, IT IS TIME TO LEAVE THIS PLACE.

WHAT!!?? W-WE JUST GOT HERE! I-I HAVEN'T HAD TIME TO--

THE TIME HAS PASSED. FEEL THE CHANGE--IT HAS COME UPON US! WE ARE IN ANOTHER PLACE--

YOU'RE *RIGHT*, BUT *WHY* HERE?

IT IS *YOU*, SIR, WHO KNOWS THE *ANSWER*. ONCE BEFORE, YOU GRAVITATED TO A CHILD OF THE *GHETTO*--

YEAH, HE WAS A GHETTO KID WHO WANTED TO *MAKE IT!*-- AND SO IS *THIS* ONE! HE *ISN'T* CRYING...HE'S *TRYING!* IF HE CAN'T GET QUALITY EDUCATION, HE'S GOT ENOUGH *GUTS* AND *BRAIN MATTER* TO GO OUT AND *FIND IT*...

SURE, *THAT'S* IT! THAT'S *TRULY* AMERICA!

PEOPLE TRYING TO *MAKE* IT, BUDA! --*THAT'S* WHAT IT'S ALL ABOUT! MEN, WOMEN, GROUPS AND INDIVIDUALS-- *WINNING* AND *LOSING* AND *GOING ON*, WHEN LIFE KICKS 'EM IN THE BACKSIDE! YES-- AND *DYING*, TO KEEP THE PROCESS *ALIVE*...

YOUR TRIP IS *ALMOST* OVER, SIR--THE *FINAL* CHANGE IS *HERE!!*

WAIT, BUDA! YOU *CAN'T* BUG OUT ON ME NOW!-- NOT WHEN I'VE *REACHED* THE POINT OF--*KNOWING!*

AT *THAT* POINT, SIR, YOU SHALL *NOT* NEED MISTER BUDA--

YOU LITTLE FIEND! I WANT YOU AROUND WHEN I CROSS THE *FINISH LINE!* I WANT TO SEE HOW *WISE* YOU LOOK WHEN I PUT YOU DOWN WITH A TRUTH YOU *CAN'T* DISPUTE!

FOOLISH MAN! THE TRUTH IS *NOT* TO BE FLAUNTED-- BUT *SHARED!* FAREWELL!

NO SOONER DOES BUDA VANISH, WHEN--!

HEY, FREDDY! CHARLEY! LOOK WHO'S VISITING THE NEIGHBOR-HOOD!

WHA--!?

THAT'S CAPTAIN AMERICA, ALL RIGHT! BUT WHAT'S HE DOING *HERE?*

I-IT *CAN'T* BE!-- BUT IT *IS!*

D'YA THINK WE OUGHTTA *ASK* 'IM?

HEY, *CHICO! BARNEY!* THERE'S *CAPTAIN AMERICA!*

SURE! HE WON'T *BITE* US!

YOU'RE *CAPTAIN AMERICA*, AIN'T'CHA!? I MEAN, YOU'RE NOT SOME DUDE WHO GETS HIS *KICKS* BY RUNNIN' AROUND IN THREADS LIKE THAT-- *ARE YOU?*

NO, PAL...I'M THE *REAL* THING! I'M THE GENUINE, *BONA FIDE ARTICLE!*

IT'S HIM! HE'S FOR REAL!!

BUT, WHAT'RE YOU DOING IN *THIS* PART O' TOWN? YOU WON'T FIND ANY *SUPER-VILLAINS* HIDING OUT ON *THIS* STREET!

I'M LOOKING FOR SOMETHING *BIGGER* THAN ANY SUPER-VILLAIN!--AND I THINK I'VE *FOUND* IT HERE, AMONG YOU *YOUNG* PEOPLE.

HEH-HEH! IT CAN'T BE A *SPACE SHIP!* THE BIGGEST THING ON THIS BLOCK IS MISTER JONES' *PICKUP TRUCK!*

IT *ISN'T* AN OBJECT, EXACTLY-- IT'S A *TERRIFIC FEELING* THAT WE CAN BECOME STRONG AND *SMART* ENOUGH TO BEAT THE OVERWHELMING *PROBLEMS* WHICH EVERY AMERICAN HAS TO *LIVE WITH!!!*

SURE! WE CAN BECOME LIKE *SUPER-HEROES!*

I'LL BET'CHA *I* CAN BE A SUPER-HERO, IF I TRY *HARD* ENOUGH!

COME ON! DON'T BE A *NUT!*

HE'S *NOT* A NUT! YOU NEVER CAN TELL HOW THINGS *TURN OUT* ON THE ROAD TO GROWING UP! WHAT DO *YOU* THINK, FRIEND?

IT *COULD* HAPPEN! WE COULD BECOME A *TEAM* OF SUPER-HEROES!

WE CAN BE *ANY-THING*, CAPTAIN AMERICA!

GIRLS, TOO!

YEAH! WE CAN BE *ANYTHING* WE WANT TO!

ANYTHING BUT *SUPER VILLAINS!* WHO WANTS TO BE A SCARY, *RED SKULL* OR A *DOCTOR DOOM!?*

THAT'S AMERICA! A PLACE OF STUBBORN *CONFIDENCE*--WHERE BOTH YOUNG AND OLD CAN *HOPE* AND *DREAM*, AND WADE THROUGH DISAPPOINTMENT, DESPAIR AND THE CRUNCH OF EVENTS--*WITH THE CHANCE OF MAKING LIFE MEANINGFUL!!*

SURE! MY DAD SAYS, IF HE *DOESN'T* BECOME A MILLIONAIRE, MAYBE *I* CAN BE ONE!

I *DON'T* WANT TO BE A MILLIONAIRE--I'M GONNA FIND OUT IF I CAN WRITE GOOD STORIES AND BUY A *FARM*--WITH COWS 'N' CHICKENS WHEN I MAKE MONEY.

THINGS MAY GET TOUGH FOR *ME*, BROTHER--BUT THAT *WON'T* STOP ME, IF I WANTA *MAKE IT!*

SHUCKS! I DON'T KNOW *WHAT* I WANTA BE, BUT IT'S SURE GONNA BE *FUN* FINDIN' OUT!

WHEN I *FIND OUT*, I'M JUST GOING TO GO AHEAD AND *BE IT!*

TWO HUNDRED YEARS OF *OLD* THOUGHTS IN *YOUNG* MINDS--TWO HUNDRED YEARS OF *SEEING* IT THROUGH. IT IS THE WAY OF A *GREAT COUNTRY* AND A *GREAT PEOPLE*, WHO STAND *TOGETHER* AGAINST THE SLINGS AND ARROWS OF A *THREATENING TOMORROW...*

THE END

WOULD YOU BELIEVE--

A COLONIAL CAPTAIN AMERICA!

HE MIGHT HAVE LOOKED LIKE THIS HAD HE BEEN CREATED IN 1776!

A MARVEL BICENTENNIAL PIN-UP

SO WHY COULDN'T THE RED SKULL HAVE TURNED UP AS A HESSIANAZI!!!?!

A MARVEL BICENTENNIAL PIN-UP

YOUR BASIC, ROOTIN'-TOOTIN' WESTERN

CAPTAIN AMERICA

FASTER THAN A GUNFIGHTER'S TRIGGER FINGER, WHO WOULD BE MORE QUALIFIED TO TAME THE OLD WILD WEST THAN CAP, HIMSELF! OF COURSE, HE'D HAVE TO DRESS FOR THE OCCASION... AND HE MIGHT LOOK LIKE THIS!

CAREFUL, BOYS! HE LOOKS LIKE A DANGEROUS DUDE!

MIGHTY
MARVEL
WAS
HERE!
APOLLO
SUPER-
HERO
BECOMES
ASTRO-HERO!
--BUT NOT TOO EASILY!
A LEISURELY WALK ON AN
AIRLESS MOONSCAPE
WOULD CALL FOR A
MODIFICATION OF CAP'S
COSTUME.
THIS IS MY EFFORT--
WHAT'S YOUR IDEA?
J.K.

AND NOW!

THE MARVEL COLLECTOR'S FAR-OUT BONUS!

A MAN KNOWN ONLY TO HIS DEDICATED FANS!!

Steve Rogers!

THE ARMY REJECT WHO MADE COMICS HISTORY!

KEEP MY LITTLE SECRET, READERS! BUT ALLOW ME TO TELL YOU THAT IT'S BEEN MY *PLEASURE* TO SERVE YOU THE BEST IN ACTION THAT *MARVEL* CAN PROVIDE!

YOU WOULD IGNORE THE FABULOUS *DOCTOR DOOM*-- FOR HIM?

WHO'S HE?

YA! YA! WHO ISS DOT *NOBODY?*

SACRE BLEU! *BATROC* WOULD NOT WASTE A KEEK ON *ZIS* ONE!

HE LOOKS LIKE A *JOE COLLEGE* TO ME!

WE'D *NEVER* ALLOW THAT TYPE TO JOIN *HYDRA!*

CONGRATULATIONS, SAM! YOU'RE AS YOUNG AND FIT AS EVER!!

HAPPY 200th BIRTHDAY

CAPTAIN AMERICA ANNUAL

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ALL NEW!

KING-SIZE ANNUAL!

CAPTAIN AMERICA™

APPROVED BY THE COMICS CODE AUTHORITY

PAGE AFTER PAGE OF PULSE-POUNDING FURY!

DOOM IS THE BLACK STAR!

VERSUS THE THING FROM BEYOND THE STARS!

DOUBLE-SIZED DYNAMITE FROM *THE HOUSE OF IDEAS!*

Stan Lee PRESENTS:

CAPTAIN AMERICA!™

JV328

LIFE IN SPACE!!

AN ULTIMATE THOUGHT WITH A **THOUSAND** POSSIBLE ANSWERS !!! WHAT WILL BE OUR **REACTION** WHEN WE FINALLY CONFRONT THE BEINGS OUT THERE !?! THE ANSWER IS THAT WE WILL BEHAVE AS **HUMANS**--AND THAT MEANS MAKING **MISTAKES**! BUT--CAN WE **AFFORD** EVEN **ONE** SUCH MISTAKE? CAP TACKLES THAT PROBLEM AS THE **EARTH** LIES OPEN TO ATTACK FROM AN INDESCRIBABLE HORROR--!!

The THING FROM THE BLACK HOLE STAR!

URRR!! URRR!!

HENDRICKS! I'VE BEEN JUMPED BY AN **ALIEN**!! THERE MAY BE OTHERS IN THIS SPACESHIP!

HANG ON, CAP!! I-I'LL FIND A **WEAPON**!

EDITED, WRITTEN and DRAWN by **JACK KIRBY** | GIACOIA / VERPOORTEN INKS | COLORIST: JANICE C. LETTERER: **GASPAR** | M. WOLFMAN CONSULTING EDITOR

A STRANGE TWIST OF FATE HAS BROUGHT **CAPTAIN AMERICA** INTO CONTACT WITH A SHIP FROM THE **STARS!** BUT **HOW** IT HAPPENED IS **NOT** AS IMPORTANT AS THIS MOMENT... AS THE SUDDEN APPEARANCE OF A **MENACING LIFE FORM**--BOTH UNCOMMUNICATIVE AND **HIDEOUS** TO THE EYE...

AAARRR!!

ZZRRRAAAK!!

THE SHIP IS STOCKED WITH GIMCRACKS LIKE THIS GADGET!!! I DON'T KNOW WHAT **POWERS** 'EM-- BUT THEY **KICK** LIKE MULES!!

THIS WEAPON CAN STOP A **PATTON TANK!**

IT CERTAINLY **CHANGED** THIS BEAST'S MIND ABOUT WRESTLING WITH ME!! HE SEEMS TO HAVE SUFFERED A SEVERE **SHOCK!**

THAT SHOCK-RAY DID MORE THAN SHAKE HIM UP... THE ALIEN'S BEEN JOLTED OUT OF HIS SENSES...I-I THINK HE'S...

STAND CLEAR OF HIM!! THIS ISN'T OVER YET! I KNOW--HE'S THE THIRD FREAK I'VE HIT SINCE YESTERDAY!!

SUDDENLY, BEFORE CAP'S VERY EYES, AN EERIE GLOW ENVELOPS THE CREATURE'S INERT FORM--AS THE GLARE INCREASES IN INTENSITY, THE ALIEN BEGINS TO FADE!

HE'S... HE'S...

YEAH--! HE'S DISAPPEAR-ING--JUST LIKE THE OTHER TWO!

I-I KEEP TELLING MYSELF--JIM HENDRICKS, YOU'RE ONLY A FARMER... THESE THINGS SHOULDN'T BE HAPPENING TO YOU...T-THEY'RE NOT REAL... SPACESHIPS AND ALIENS ARE THE DREAMS OF FOOLS! YET, YOU'VE SEEN WHAT I HAVE--WITH YOUR OWN EYES!!

WHEN YOU CALLED ME, I CAME HERE OUT OF CURIOSITY... BUT NOW...

NOW YOU KNOW WHAT THE LOCAL POLICE WOULDN'T WASTE THEIR TIME TO FIND OUT! THEY DON'T COTTON TO U.F.O. SIGHTINGS...THEY'VE CHASED TOO MANY PHANTOMS THIS PAST YEAR!

HUH! THEY WOULDN'T LAUGH AT THIS--NOT AFTER THEY'D SEEN WHAT IT CAN DO! IT'S LIGHT--AND DEADLY!

LUCKILY FOR ME, I HEARD YOU WERE A GUEST ON THAT TV TALK SHOW THEY RUN IN TOWN... IT TOOK SOME DOING TO WORK UP ENOUGH NERVE TO CALL YOU!

I WAS DEBATING A GUEST ON THAT TALK SHOW--THE TOPIC WAS SUPER-HEROES, FANTASIES, AND U.F.O.'S!

WHO WOULD **BELIEVE** THAT A LOCAL FARMER WOULD CALL AND ASK ME TO **INSPECT** A U.F.O. WHICH HAD LANDED IN HIS MEADOW...?

WELL, YOU'VE SEEN IT--AND **MORE!** BUT THIS ISN'T THE END OF IT!

OKAY! OKAY! BUT **BEFORE** I HEAR THE REST, I'D LIKE TO TAKE A GOOD, LONG **LOOK** AT THIS BABY...I WONDER WHERE IT **CAME FROM?**

IT'S COME A **LONG** WAY, CAP--THOUSANDS OF **LIGHT YEARS** AND THEN SOME--FROM A THING CALLED A "**BLACK HOLE**" STAR!!

WHAT TROUBLES ME IS THAT I **DON'T KNOW** WHAT A "*BLACK HOLE*" STAR **IS!**

OUR ASTRONOMERS BELIEVE THAT IT'S A DEAD SUN WHICH HAS **COL-LAPSED** INTO A SMALL, DARK MASS--WHICH **NEGATES** ANY SORT OF LIGHT!

SAY! IF YOU DON'T KNOW WHAT A BLACK HOLE IS--**HOW** CAN YOU TELL WHERE THIS SHIP CAME FROM?

THE PILOT TOLD ME! HE'S STAYING AT MY FARM-HOUSE!

MEANWHILE, IN A **FIXED ORBIT** *ABOVE THE EARTH,* **ANOTHER** *SPACE VESSEL KEEPS AN* **INEXPLAINABLE VIGIL...**

WHAT HAVE YOU TO **REPORT,** TROGA? HAS THE **STALKER** DONE ITS WORK?

LIKE THE **OTHER** TWO WE SENT, IT WAS **WAYLAID,** SIRE! I-IT **FAILED!**

INSIDE THE GALACTIC VEHICLE--

I-I TRACKED THE STALKER'S PROGRESS, SIRE! I-IT ENTERED THE CAPTIVE'S SHIP TO SEIZE HIM-- BUT INSTEAD, ENCOUNTERED TWO EARTHMEN WHO KILLED THE STALKER!

BUT THIS IS INSANE! WE HAVE THE CAPTIVE CORNERED ON THIS PLANET--YET WE CANNOT LAY OUR HANDS UPON HIM!

THIS BACKWATER PLANET HAS SPAWNED BEINGS BOTH INTELLIGENT AND STUBBORN! THESE EARTHMEN THWART OUR EVERY EFFORT TO RECLAIM THE LAST OF THAT CURSED SPECIES, WHOM WE CONFINED TO THE BLACK HOLE!

THE EARTHMEN MUST BE SWEPT ASIDE! SEND DOWN A COMBATRON!

THE ORDER IS RECEIVED AND QUICKLY OBEYED...

THE COMMANDER HAS SPOKEN! SEND A COMBATRON INTO ACTION!!

HIS CAPSULE ENTERS THE AIRLOCK NOW! HE IS ON HIS WAY TO EARTH!

A MOMENT LATER, THE EXPLOSIVE SOUND OF ESCAPING AIR HERALDS THE DEPARTURE OF THE STRANGE CAPSULE--AND ITS "ANCHOR-POINT" CENTERS ON A TINY AREA, MILES BELOW!!!

BUT ITS TARGETS HAVE CENTERED THEIR INTEREST ON THE GUEST IN JIM HENDRICKS' FARMHOUSE...

TELL ME, JIM! WHAT DOES HE LOOK LIKE? DOES HE RESEMBLE THAT THING WE FOUND IN THE SHIP?

I-I CAN'T RIGHTLY SAY. YOU'LL HAVE TO SEE FOR YOURSELF!!

I'LL GO FIRST... HE SEEMS TO FRIGHTEN EASILY...

THEN...!

HOLD ON THERE! DON'T PANIC, MISTER! I'VE BROUGHT A FRIEND, SEE--A FRIEND!--

HE IS NOT LIKE YOU! I DO NOT LIKE HIS APPEARANCE OR MANNER!

HE WANTS TO HELP YOU!

THE TWO MEN STUDY THE SPACEMAN... HIS FEATURES ARE HIDDEN BY A PROTECTIVE HOOD... BUT THE EYES THAT STARE FROM BEHIND THEIR TRANSPARENT SHIELD ARE NARROWED WITH SUSPICION...

YOU TRUST ME, DON'T YOU? I ASK YOU TO TRUST MY FRIEND.

I'VE GOT REASONS FOR WEARING A MASK... BUT THEY'RE NOT EVIL...

HE IS CALLED CAPTAIN AMERICA...ON THIS PLANET, HIS NAME IS KNOWN FAR AND WIDE AS A SYMBOL OF JUSTICE FOR THOSE WHO SEEK IT!

JUSTICE! THE WORD HAS NO MEANING FOR ONE SUCH AS THE CAPTIVE!

I DON'T KNOW WHAT YOUR STORY IS, MISTER, BUT I AIM TO GET IT REAL QUICK--NOW, LET'S SEE WHAT YOU LOOK LIKE!!

DON'T BE AFRAID! HE HAS NO INTENTION OF HARMING YOU...

COOLY, CALMLY, CAP UNZIPS THE SPACEMAN'S HOOD AND GENTLY RAISES IT WITHOUT ANY PROTEST FROM THE CAPTIVE.

THAT'S BETTER...YOU'RE THE STRANGER HERE--AND WE'VE GOT THE RIGHT TO KNOW EVERYTHING ABOUT YOU...

THAT'S ENOUGH! STAND BACK, I SAY! I-I'VE BEEN ALONE SO LONG, THAT ANOTHER'S TOUCH IS LIKE AN INSTANT THREAT TO MY PERSON...

YOU CALLED YOURSELF A CAPTIVE...THEN THE BLACK HOLE STAR MUST'VE BEEN YOUR PRISON...

IT'S KNOWN THAT THE COMPACTED MASS OF A COLLAPSED SUN EXERTS AN INCREDIBLE GRAVITATIONAL PULL-- NOTHING ON ITS SURFACE COULD HOPE TO GET FREE OF IT! NOT EVEN A BEAM OF LIGHT!

I DID IT! I DID IT!! IT TOOK ME A MILLION YEARS, BUT I ESCAPED THAT DREADED GRAVITY!

BUT IT DIDN'T TAKE LONG FOR THE GALACTIC EMPIRE TO SEND A THOUSAND WARSHIPS IN PURSUIT...TO RECAPTURE ME!!

DID HE SAY IT TOOK HIM A MILLION YEARS TO..?

DUNNO... HE LOOKS YOUNGER'N THAT TO ME...

AND NOW, THEY'VE FOUND ME! ONE OF THOSE CONFOUNDED GALACTIC WARSHIPS HAS TRAILED ME TO THIS PLANET! THAT'S WHY THEY SENT THOSE STALKERS DOWN HERE--TO TAKE ME INTO CUSTODY!!

"STALKERS?" IF YOU MEAN THOSE BUG-EYED MONSTERS-- WELL, THEY'VE BEEN TAKEN CARE OF...

UNTIL WE GET TO THE TRUTH OF THIS MATTER, YOU'RE UNDER OUR PROTECTION...

WHAT WAS THAT!!??

WUMP!

THAT SOUND--! IT CAME FROM THE DIRECTION OF THE MEADOW!!

DON'T RUSH OUT THERE!! IF THE STALKERS HAVE FAILED, THEY'LL HAVE SENT DOWN A COMBATRON! IT'S A DEADLY SPECIES!

HEAR THAT, HENDRICKS? APPROACH IT WITH CAUTION!

BLAST! I LEFT THAT WEAPON IN HIS SPACE-SHIP!

CAP AND HENDRICKS MOVE SWIFTLY AND SILENTLY THROUGH A WOODED AREA, UNTIL THEY COME UPON THE OBJECT OF THEIR SEARCH!

I-IT'S AN ALIEN CAPSULE!

THE DOOR IS OPEN! I-IT'S EMPTY!

WHATEVER WAS INSIDE THIS THING IS GONE! MY GUESS IS THAT A COM-BATRON IS RUNNING LOOSE ON YOUR PROPERTY, JIM!

WE'VE GOT TO TRACK IT DOWN!

SUDDENLY, A SPINE-CHILLING HOWL SPLITS THE NIGHT AIR! CAP AND JIM HENDRICKS WHEEL ABOUT TO CONFRONT A FEARSOME APPARITION OF NIGHTMARISH STRENGTH!!

EEEYAAAA!

GOOD LORD!!

THE COMBATRON ROARS INTO ACTION BY **BLASTING** THE GROUND WITH ITS **PRESSURE ARM...**

TAKE COVER!! IT'S TEARING LOOSE EVERY ROCK AND TREE IN THIS AREA!

ATOM!

IT IS **SIMPLE** STRATEGY... THE COMBATRON PUTS HIS ENEMY TO FLIGHT WITH **FEAR**, AND BLINDS HIM WITH **FLYING DEBRIS**...

CAN'T SEE!! IT'S LIKE STANDING IN A **TORNADO!**

FALL BACK, CAP! YOU'RE **BOUND** TO BE HIT IN THIS RAIN OF **BOULDERS!**

THE PRESSURE **INCREASES** WITH A SUDDEN INTENSITY!! A SCREAMING **WIND** NOW REPLACES THE STORM OF DEBRIS! CAP **SEIZES** A TREE STUMP AND HANGS ON FOR DEAR LIFE--!

IT IS A SHORT BUT **SAVAGE** ATTACK!! WHEN THE COMBATRON SHUTS OFF ITS **PRESSURE**, ITS OPPONENTS LIE WEAKENED, **HALF-BURIED** IN THE REMAINS OF THE SHATTERED **WOODS**...

MAULED BY THE COMBATRON'S ASSAULT, CAP FIGHTS TO REGAIN HIS STRENGTH! HE ATTEMPTS TO RISE FOR **BATTLE**, BUT HIS FIERCE ENEMY IS **UPON HIM !!!**

IT IS A TIME TO **RESIST OR DIE!** LIKE A WOUNDED **TIGER**, CAP STRIKES WITH EVERY FIGHTING CELL IN HIS **BODY!**

NOT SO **FAST**, YOU SPACE-TRAVELING APE. I'M **NOT** AN EASY KILL!

YAAGHH!

YOU CAN'T BEAT HIM WITH **FISTS**, CAP! WE'VE GOT TO REACH THE **WEAPONS** IN THAT **SPACESHIP!!**

GO TO IT, THEN, JIM! I'M JUST TOO MAD TO BREAK THIS OFF! I'VE GOT TO **FINISH** THE JOB!

CAP'S MUSCLES TIGHTEN LIKE **STEEL SPRINGS**, THEN HIS ARM **SMASHES** INTO THE COMBATRON!

KRAK!

AGAIN AND AGAIN, THE **LIVING BATTERING RAM** FINDS ITS TARGET! THE COMBATRON IS STAGGERED BY THE RAIN OF BLOWS!! ONE OF ITS KNEES GIVES WAY, **IMPAIRING** ITS BALANCE!

I'VE PUT HIM **DOWN**, JIM! **HE'S DOWN!!**

BAM BAM! BAM

IT IS AT **THAT** MOMENT THAT A **HEAT RAY** LANCES DOWN FROM SPACE!!

CAP! LOOK OUT!! LOOK OUT!!

ZPASSS!

JIM'S WARNING **SAVES** CAP'S LIFE! THE SUPER-HERO **LEAPS** TO SAFETY AS THE HEAT RAY **FLASHES BY!!**

AND THE DEATH MEANT FOR CAP STRIKES THE COM-BATRON!!

HE'S BEEN TURNED INTO A LIVING TORCH!

BUT IS HE FINISHED?!

THE COMBATRON ROARS IN DISMAY! IT HAS NOT FULFILLED ITS MISSION... BUT IT IS DYING IN BATTLE, A FATE IT WAS DESIGNED TO SUFFER...

RRRAAR!

WHEN THE HEAT REACHES THE DESTRUCT CIRCUIT WITHIN THE CREATURE, THERE IS A TERRIFYING EXPLOSION! THEN, IT IS GONE!!

WAARRAAMMM!!!

YOU AND I ARE ALIVE BY A MERE STROKE OF LUCK, HENDRICKS! THAT HEAT RAY WAS PROOF THAT THERE'S A WARSHIP IN ORBIT UP THERE!

WHAT WILL THEIR NEXT MOVE BE?

LOOK! THE HEAT RAY IS MOVING TOWARD THE ALIEN CAPSULE! THAT'S THEIR NEXT MOVE-- THE ELIMINATION OF THE CAPSULE!!

THUS, THE LAST EVIDENCE OF THE COMBATRON'S LANDING ON EARTH VANISHES IN THE ALL-CONSUMING FLAME!

SSSSS!!

WELL, WE'VE **WON ANOTHER** BATTLE, JIM! BUT WHO WILL WIN THE **WAR?**

I **SEE** WHAT YOU **MEAN!** WE'RE GOING TO NEED **HELP!**

THEY MUST BE **ANGRY** AS **HORNETS** UP THERE!! WE'VE STYMIED THEIR **EVERY** EFFORT TO TAKE THE CAPTIVE BY **LIMITED MEANS!**

I EXPECT THEY'LL SEND A **PLATOON-SIZE RAIDING PARTY** AGAINST US NOW!

I'LL GET THE **POLICE** AND **NATIONAL GUARD** OUT HERE IF I HAVE TO YELL **"DISASTER"** ALL OVER THE PLACE!

MEANWHILE, MILES ABOVE THE EARTH...

THESE EARTHMEN ARE **INSUFFERABLE!** THEY PROTECT THE CAPTIVE AS IF HE WERE ONE OF **THEIR OWN!**

ONE SALVO FROM OUR **IONIC CANNON** COULD GET THEM **BOTH,** SIRE.

NO! THAT WOULD **BETRAY** OUR PRESENCE TO THE **REST** OF THE PLANET! WE ARE **NOT** HERE TO RISK A WAR WITH EARTH!

THEN THERE IS ONLY **ONE** ANSWER, SIRE-- A LANDING PARTY--IN **FORCE!!**

VERY WELL! BUT UNDERSTAND-- THIS FORCE MUST EMPLOY A SPECIES OF **INORGANIC** ORIGIN! WE MUST NOT TEMPT THE CAPTIVE WITH LIVING CREATURES BORN OF **NATURAL** MEANS!

I AM **WELL AWARE** OF THE CAPTIVE'S HISTORY! THE CURSED CRETIN WILL NOT GET THE CHANCE TO FATTEN HIMSELF ON **ANY** OF US!

MAGNOIDS!! THIS SHIP HAS A FULL CONTINGENT OF MAGNOIDS! THOSE GALACTIC SCOURGES ARE NO MORE THAN ANIMATED MINERAL!! THEY'LL DO THE JOB!!

A PERFECT CHOICE, COMMANDER!!

HELLO-- READY ROOM! ASSEMBLE THE MAGNOIDS FOR INSTANT ACTION!

THE TIME FOR SWIFT ACTION IS INDEED AT HAND! ON THE EARTH BELOW, JIM HENDRICKS BELLOWS IN VAIN FOR HELP!

HELLO! HELLO! WON'T SOMEONE ANSWER?

IT'S NO USE! THIS LINE DOES NOTHING BUT WHISTLE DIXIE!

THAT'S BAD!

WE'RE IN TROUBLE! THAT WARSHIP IS JAMMING THE LINE! THEY'RE TRYING TO ISOLATE US!

I SHOULD'VE NOTIFIED THE POLICE AN HOUR AGO!

THERE'S ONLY ONE THING TO DO! WE'LL MOVE MISTER "CAPTIVE" OUT OF THE AREA!

LET'S GO, FELLA! WE'VE GOT A LOT OF HARD DRIVING AHEAD OF US!

YOU'RE DREAMING! THE ENEMY WILL NEVER ALLOW ME TO LEAVE THIS PLACE!

THEY'LL NEVER ALLOW ME TO LOSE MYSELF ON THIS TEEMING WORLD!

THEY HAVE ME CORNERED HERE! THEY'LL KEEP ME HERE UNTIL-- UNTIL--

ODD... VERY ODD...

TELL ME, WHY IS THIS GALACTIC OUTFIT ON YOUR TAIL? WHY WOULD A THOUSAND WARSHIPS BE DISPATCHED TO COMB THAT VAST SEA OF SPACE SEEKING YOUR WHEREABOUTS? WHY DO THEY WANT TO APPREHEND YOU!!?

LET IT WAIT, CAP!! WE'RE LOSING TIME! I'VE GOT MY CAR STARTED!

CAP PAUSES FOR A MOMENT...THEN HE MOTIONS FOR A DASH TO THE CAR...

THIS IS USELESS!

SHUT UP AND RUN!

I'VE GOT 'ER PERKED UP AND RARIN' TO ROLL! IT WON'T TAKE US LONG TO MAKE IT TO TOWN!

SUDDENLY, BOLTS FROM ABOVE WRECK ALL HOPES FOR ESCAPE!!!

BLAAAAMM

THEY GOT THE CAR!!

WE'RE BOXED IN THIS PLACE!

FOOLS! I TOLD YOU WHAT WOULD HAPPEN! MY ONLY CHANCE IS TO ESCAPE ON FOOT!

THAT'S SUICIDE! THEY'LL TAG YOU WITH THE SAME LIGHTNING THAT GOT THE CAR!

DON'T YOU SEE? THEY CAN PINPOINT INDIVIDUAL TARGETS!

THERE'S ANOTHER U.F.O. ON ITS WAY DOWN HERE, CAP! THIS ONE LOOKS BIGGER'N THE CAPSULE!

IT'S SETTIN' DOWN IN THE MEADOW, TOO! THE ENEMY SURE MUST LIKE THAT SPOT!

THEY DON'T WANT TO EXPAND THEIR AREA OF OPERATION!

THIS IS NO TIME TO BE CLINICAL! HOW CAN WE DEFEND OUR-SELVES?

CAP'S COMBAT-WISE BRAIN RESPONDS WITH COMPUTER RAPIDITY! HE BARKS HIS ORDERS!

WE'VE GOT A DEFENSE--HIS SPACESHIP! MAKE FOR THE SPACESHIP AND CHECK EVERY WEAPON FOR ACTION! I'LL JOIN YOU TWO AS SOON AS I'VE SCOUTED THE SIZE OF THE OPPOSITION!

HE MAKES SENSE! LET'S GO, CAPTIVE!

AS YOU SAY!

HENDRICKS AND THE CAPTIVE **CLEAR** THE DISTANCE TO THE SPACE VESSEL QUICKLY. SOON...

THERE ARE **WEAPONS** ABOARD MY VESSEL... BUT... I FEAR MY CAUSE IS LOST! THE ENEMY IS **TOO CLEVER...**

WE'VE **LUCKED OUT** SO FAR! WE CAN **STILL** STOP 'EM!

WITH **CAPTAIN AMERICA** ON OUR SIDE, THERE'S NO REASON TO THROW IN THE TOWEL!

THAT **CURSED** WARSHIP ASSAILS US WITH INORGANIC WARRIORS. **I NEED LIVING FODDER!**

WHAT'S ALL THIS TALK ABOUT **LIVING** FODDER!? THESE WEAPONS WILL DO **JUST FINE!** QUICK, ROUND UP **ALL** YOUR WEAPONS!!

IGNORAMUS! I AM THE MIGHTIEST WEAPON ABOARD THIS SHIP!!

HEY! THIS IS NO TIME TO GET **EDGY**...WE'VE GOT A **FIGHT** ON OUR HANDS... WE'VE GOT TO PULL **TOGETHER,** MISTER!

I CAN BE STRONG I TELL YOU!-- A FORCE TO BE **FEARED BY ALL!!**

I WAS A CAPTIVE BECAUSE I WAS FEARED! THIS WARSHIP ABOVE OUR HEADS WOULD **TURN** TAIL AND **RUN** IF I ATTAINED MY **FULL STRENGTH!!**

YOU CAN HELP ME, HENDRICKS! YOU'RE ALIVE AND **VITAL!** --**A LIVING DYNAMO OF ENERGY! GIVE** ME THAT ENERGY--AND I CAN PUT THIS PACK OF WOLVES TO **FLIGHT!**

SURE, **SURE!** DON'T GET UPSET, LITTLE FELLER... I'LL SHOW YUH HOW TO **GET** ENERGY--IF YOU SHOW ME HOW TO **WORK** THIS FOOL CANNON...

IN THE MEADOW, NEAR THE HENDRICKS FARM, A **GALACTIC ASSAULT VEHICLE** DISGORGES ITS **DEADLY** CARGO--ITS RAIDING PARTY OF **MAGNOIDS** EYE THIS NEW PLANET COLDLY. TO THEM, IT IS BUT ANOTHER OF MANY, **RIPE FOR PLUNDER**... BUT THIS TIME, THEY HAVE BUT **ONE** OBJECTIVE! THEY MUST SEIZE OR **DESTROY** THE CAPTIVE BEFORE HE CAN GAIN FULL STRENGTH -- BEFORE HE CAN ROAM **UNCHECKED** LIKE A **GALACTIC PLAGUE**...

LAND!

I'VE GOT TO **REVISE** MY ESTIMATES! THIS IS AN **ALL-OUT** ATTEMPT TO GET THE CAPTIVE!! AND **THIS** BUNCH LOOKS **CAPABLE** OF DOING JUST THAT!

THE HUGE MAGNOIDS MOVE LIKE CREATURES WITHOUT SOULS. THEY ARE METALLIC LIFE--HARD EFFICIENT--MAGNESIUM IMITATING FLESH AND BLOOD...

THEY'RE FANNING OUT IN ALL DIRECTIONS! IF I DON'T BACKTRACK NOW, THEY'LL BE ALL AROUND ME...

CAP HAS ALSO UNDERESTIMATED THE SPEED OF THE MAGNOIDS... HE IS ALREADY UNDER COLD SURVEILLANCE...

I ONLY HOPE THE CAPTIVE IS WORTH A FIGHT! BUT EVEN IF HE'S WANTED FOR A CRIME--HE STILL DESERVES HIS DAY IN COURT!

SUDDENLY--!!

ZLAAP!

DLAMM!!

I'VE BEEN DISCOVERED! THE HEAT'S ON!!

WEAVING AND DODGING WITH EVERY OUNCE OF HIS BATTLE-WISE AGILITY, CAP ATTEMPTS TO OUTLAST THE MERCILESS, WHITE-HOT BURSTS OF DESTRUCTION...

POW!

POW!

CAP IS RAKED AND BATTERED BY A **SCORE** OF WEAPONS BEFORE HE IS **BROUGHT DOWN**... HIS BODY IS A NEST OF PAIN... BUT HE'S **ALIVE**...

THEN, HE IS **ROUGHLY** SEIZED AND YANKED UPRIGHT... THE MAG-NOIDS ARE CURIOUS ABOUT THE CREATURE THEY'VE **BAGGED**!

UGH!! UGH!!

WHAM!!

DON'T COUNT ME OUT, **YET**! I'VE **STILL** GOT SOME WIND LEFT!

BAM!!

THE MAGNOIDS ARE **NOT** IMPRESSED BY CAP'S RECOVERY... THEY MERELY KEEP **CLOSING IN**... CAP IS SEIZED AND HELD IN A **FIERCE** GRIP.

HEY!--**OWW!**

IT SEEMS IMPOSSIBLE TO **BREAK** THE MAGNOID'S HOLD! THE METALLIC SAVAGE WILL EITHER **SNAP** CAP'S NECK OR KILL HIM WITH HIS **CLUB-LIKE** WEAPON...

GOT--TO--ACT--**NOW**--!!

CAP'S MIGHTY ARM PERFORMS LIKE A **PISTON** IN REVERSE! IT SMASHES INTO THE MAGNOID'S TORSO WITH JACKHAMMER FORCE...THE METAL FINGERS **RELEASE** THEIR PRESSURE -- THE GRIP IS **BROKEN!!!**

KRAK!

IT IS A **SMALL** VICTORY--A **BREATHER** IN A BATTLE FOR **SURVIVAL!** ONE ADVERSARY IS QUICKLY REPLACED BY **ANOTHER!** THE MAGNOIDS BEAR IN **RELENTLESSLY**

THERE'S **NO END** TO THIS PARADE OF **EMOTIONLESS KILLERS!!** IF THEY RUSH ME IN A **GROUP**, MY CHANCES ARE **ZILCH!**

TLAPP!

IN A FIGHT FOR LIFE, CAP IS **NO** ORDINARY MAN! HIS MUSCLES BECOME THINGS OF **STEEL!** HIS STRENGTH, THAT OF **TEN!**

I-IT'S LIKE WRESTLING WITH A COLD SLAB OF **STONE!!!** BUT, I-I'VE GOT TO **FORCE** HIS ARM **BACK!!**

CAP PUTS **EVERY** OUNCE OF PRESSURE HE CAN MUSTER BEHIND HIS **EFFORT!!** SLOWLY--**SURELY**--THE METAL BEING'S ARM IS **FORCED** UPWARD--TOWARD A FACE THAT SHOWS **NO STRESS!**

BACK! **BACK!!**

WHEN THE MAGNOID'S HAND IS BROUGHT CLOSE TO ITS FACE, CAP JOLTS ITS GRIP ON THE WEAPON, AND--

BLAAMM!

THE MAGNOID TREMBLES--GOES LIMP--AND FALLS ON ITS BACK...

MY LUCK IS HOLDING! BUT I'M NOT STAYING UNTIL IT RUNS OUT! IT'S TIME TO RETREAT...

...AND NONE TOO SOON! HERE COME THE OTHERS!

WHAM!

HAVE A TASTE OF YOUR OWN ARTILLERY, YOU DEAD-PAN COMICS!!

CAP RUNS LIKE A DEER PURSUED BY HUNTERS --AS FIERY DEATH PLAGUES HIS FLIGHT!

THEY ALMOST GOT ME THAT TIME!

VBOOM!

THEN, LIKE A BECKONING HAVEN OF REFUGE, THE CAPTIVE'S SPACESHIP LOOMS INTO VIEW...

IT'S JUST A FEW HUN-DRED YARDS TO SAFETY! I HOPE THAT HENDRICKS LEFT A HATCH OPEN FOR ME!

THERE IS A LOW, HISSING SOUND AS CAP CLOSES IN UPON HIS OBJECTIVE... AN OPENING APPEARS IN THE SHIP'S HULL. IT SHUTS AFTER CAP HURTLES THROUGH...

I MADE IT! BUT IT TOOK A BIT OF DOING!

WELCOME BACK, CAPTAIN AMERICA!

THAT WAS **NO** PICNIC OUT THERE! THE MEADOW IS **SWARMING** WITH MURDEROUS MISFITS--AND THEY'RE ALL HEADING **THIS WAY!!**

I TRUST THAT YOU AND HENDRICKS HAVE MADE THE **MOST** OF WHAT LITTLE **TIME** I'VE BOUGHT YOU!

THE TIME WAS **WELL** SPENT!! I--AM-- **STRONGER NOW!!**

WHAT ARE YOU **TALKING** ABOUT? **WHERE'S JIM HENDRICKS?** I'VE GOT SOME LAST MINUTE **INSTRUCTIONS** TO DISH OUT BEFORE THE **STORM** HITS US!

YOU'LL FIND HENDRICKS **BELOW...** IN THE SHIP'S **HOLD...**

HE'S HAD **TIME ENOUGH** TO CHECK YOUR **ARSENAL** OF WEAPONS!

JIM! FRONT AND CENTER!

HE MAY **NOT** BE ABLE TO **HEAR** YOU... I SUGGEST THAT YOU **FIND** HIM!

*FOR A FLEETING SECOND, CAP FEELS A STRANGE NOTE OF **MENACE** IN THE ALIEN'S VOICE... BUT HE **SHRUGS** IT OFF AND CONTINUES HIS **DESCENT...***

HENDRICKS!! WHERE IN BLAZES ARE YOU?

WHY DON'T YOU **ANSWER?**

HEY! LITTLE SIR CAPTIVE!! IT'S **PITCH BLACK** DOWN HERE!! LET'S HAVE SOME LIGHT! I CAN'T SEE A **THING!!**

I'M **NOT** GETTING ANY **RESPONSE** FROM HENDRICKS!! **HAS ANY-THING HAPPENED TO HIM??**

PATIENCE, EARTHMAN. YOU SHALL HAVE LIGHT--AND A LOOK AT YOUR FRIEND!

WHA--!!?? HENDRICKS IS LYING ON THE FLOOR! H-HE'S PASSED OUT--!

WRONG, EARTHMAN! EXAMINE HIM!

ONCE MORE, THE FEELING OF DREAD SEIZES CAP... BUT THIS TIME, IT LINGERS AND GROWS, AS THE THING BENEATH HIS TOUCH REVEALS ITS CONDITION...

WHEN CAP TURNS THE BODY OVER, THE OUTRAGE OF WHAT HAS BEEN DONE TO JIM HENDRICKS STARES UP AT HIM IN ALL OF ITS STARK HORROR!!

JIM-- OH, MY GOD--!

TH-THERE'S NOTHING LEFT OF HIM... H-HE'S A DRY, EMPTY HUSK... I-IT'S AS IF...

SAY IT, EARTHMAN--! IT'S AS IF THE VERY LIFE-FORCE HAD BEEN DRAINED FROM HIS BODY!!

YOU--YOU INGRATE! YOU DETESTABLE, LITTLE FIEND!! YOU DID THIS! DIDN'T YOU!? DIDN'T YOU!?

I NEEDED STRENGTH!! I TOOK STRENGTH! THAT'S ALL!!

I AM A CREATURE OF POWER, YOU DOLT! I GROW STRONG ON THE LIFE-FORCE OF OTHERS!

YOU MEAN, YOU'RE SOME SORT OF PARASITE! A VIRUS FROM SPACE!

EVEN YOUR CHILDISH DRAMATICS FALL SHORT OF MY REAL POTENTIAL, FOOL! YOU'RE QUITE AMUSING! HAHAHAHA!

THE SHADOWS IN THE CHAMBER SEEM TO GATHER AT THE CAPTIVE'S BIDDING... HIS FEATURES BECOME A GROTESQUE MASK, AS ELECTRIC CHARGES CRACKLE AND WRITHE FROM THE DISTORTED SOCKETS OF HIS EYES...

BEHOLD, THE MIRACLE OF LIFE-FORCE, EARTHMAN...THE FOOD OF THE GODS!! IT MADE MY SPECIES THE TERROR OF THE UNIVERSE!!

YES, WE WERE FEARED AND HATED--BUT NEVER CONQUERED! OUR STAR-SHIPS ROAMED AT WILL! WHEREVER LIFE TEEMED IN ABUNDANCE, WE DRAINED IT AND GREW STRONGER! ENTIRE POPULATIONS FLED THEIR WORLDS AT OUR APPROACH!!!

TO THINK THAT JIM THAT I PROTECTED A THING AS FOUL AS YOURSELF!

HAHAHAHA! IT TOOK MORE THAN EPITHETS TO TURN THE TIDE AGAINST US...THERE WERE CIVILIZATIONS THAT BRED "INORGANIC" LIFE TO COMBAT MY SPECIES! ROBOTS, ANDROIDS, AND THINGS SUCH AS THOSE WHO HUNT ME NOW--IT WAS SUCH CURSED "NEO-LIFE" THAT DESTROYED US!!

TERRIFIC! THAT WAS TERRIFIC!! ONLY THEY DIDN'T FINISH THE JOB!! THEY LEFT YOU ALIVE!

CAP IS UNABLE TO SUPPRESS HIS LOATHING ANY LONGER! HE RUSHES THE CAPTIVE!!

I WAS CONFINED TO THE BLACK HOLE STAR! BUT I LIVED TO ESCAPE!

I CAN FIX THAT!! I'LL FIX THAT RIGHT NOW!

AT THE INSTANT OF CONTACT BETWEEN THE TWO, A VERITABLE EXPLOSION OF ENERGY OCCURS, WHICH ENGULFS THEM BOTH!

HA HA HA HA!!

IN THAT STORM OF FLOWING LIFE-FORCE, CAP FEELS HIMSELF GROW WEAK--HE FEELS HIS VERY STRENGTH ESCAPE THROUGH THE CLUTCHING FINGERS OF THE CAPTIVE!!

THIS IS HOW HENDRICKS CAME TO ME---IN THE HEAT OF ANGER--TO WITHER AND DIE!!

NO--NO!!

CAP RALLIES WHAT STRENGTH HE HAS LEFT, AND TEARS HIMSELF FROM THE CAPTIVE'S GRIP!!!

YOU MERELY DELAY THE PROCESS, EARTHMAN! RESISTANCE IS USELESS!

YOU WON'T GET ME, YOU DEVIL! YOU WON'T--!

YOURS IS NO MORE THAN MOCK DEFIANCE! SAY WHAT YOU WILL OF DEATH... BUT YOU CANNOT CHEAT HIM OF HIS DUE!

AS DEATH, I CLAIM YOU! AS DEATH I SHALL HAVE YOU...

I'LL BEAT YOU! I'LL BEAT YOU!!

DON'T YOU SEE, YOU LIMITED LUMP OF CLAY? I AM DEATH IN SEARCH OF LIFE!!

WILD CHANCE BROUGHT ME TO THIS WORLD... BUT HERE I SHALL FULFILL MY DREAM OF RENEWED POWER! YOUR EARTH IS IDEAL FOR MY PURPOSE!

NNOR

THERE IS INDEED **NEW** STRENGTH IN THE CREATURE... IT SEEMS **LARGER**, MORE VITAL! ITS EYES GLARE WITH **ARROGANCE**... AND ITS FANG-LIKE TEETH ARE LIKE GLISTENING WHITE SWORDS... IT IS **TRULY** THE FACE OF **DEATH** FROM THE DISTANT GALAXIES...

THINK OF IT, EARTHMAN! THINK OF THE **UNSUSPECTING BILLIONS** THAT POPULATE THIS WORLD!! HOW I SHALL **GORGE** MYSELF UPON THAT SUPPLY OF FODDER! I'LL MAKE IT LAST FOR **COUNTLESS CENTURIES**! I SHALL BREED YOUR KIND LIKE **CATTLE**!

AND, ON THE DAY WHEN THEY ARE GONE, I SHALL **ROAM** THE GALAXIES ONCE MORE--SEEKING AND FINDING AMONG ITS ENDLESS SOLAR SYSTEMS THE LIFE-FORCE WHICH MAKES ME THE ULTIMATE POWER!--**THE LAST, BUT GREATEST OF THE SPECIES!**

I-IT'LL **NEVER** HAPPEN! I-IF **I** CAN'T STOP YOU, **OTHERS** WILL!! THEY WON'T REST UNTIL YOU'VE BEEN SENT BACK TO THE **HELL** YOU CAME FROM!! THEY'RE AFTER YOU **NOW! YOUR FATE IS SEALED!!**

NOTHING SHALL STOP ME NOW, EARTHMAN! THE LIFE-FORCE I TOOK FROM HENDRICKS HAS GIVEN ME RENEWED POWER--YOURS SHALL MAKE ME EVEN STRONGER!!

GIVE ME YOUR LIFE-FORCE, CAPTAIN AMERICA! YOU'VE BEEN WEAKENED!! YOU'VE GOT NO CHOICE!!

COME--AND--GET IT--YOU--YOU--MONSTROSITY!

THE CAPTIVE'S FINGERS REACH SWIFTLY FOR CAP, BUT ENCOUNTER THE TOUGH, METAL SURFACE OF HIS SHIELD, INSTEAD!

WHA--!!??

FOOL! DON'T FIGHT THE INEVITABLE! YIELD IN SILENCE--OR DIE LIKE HENDRICKS DID--IN ONE VIOLENT OUTBURST OF ENERGY, WHICH LEFT HIM AN EMPTY SHELL!!

I'LL--DECIDE--HOW--I WANT--TO DIE!!

CAP USES WHAT STRENGTH HE HAS LEFT TO STRUGGLE AGAINST THIS POWERFUL CREATURE... BUT HE KNOWS THAT HIS SHIELD WILL KEEP THE THING AT BAY FOR ONLY A SHORT TIME...

I-IT'S USELESS! I-I CAN'T KEEP THIS UP MUCH LONGER! BUT I'LL BATTLE HIM--'TIL THE--END!

SUDDENLY--FROM THE CHAMBER ABOVE--

BAM! CLUMP!

INTRUDERS!! THEY'VE BROKEN INTO THE SHIP!!

BUT I'LL DEAL WITH THEM!!

THE SPACESHIP ECHOES WITH THE SOUND OF HEAVY FOOT-STEPS... THE **MAGNOIDS** HAVE FORCED AN ENTRANCE AND ARE **SWARMING** IN TO SEEK THEIR PREY...

SPANG!

AS THE **CAPTIVE** LEAPS FROM A NEARBY HATCH, HIS PURSUERS **OPEN FIRE !!**

HAHAHAHA! YOU'RE TOO LATE !! I AM THE CAPTIVE **NO LONGER!**

LOOK AT ME!! DO I LOOK LIKE THE **WEAKLING** YOU'VE HUNTED IN SPACE FOR **SO LONG?!**

I'VE HAD A **RECHARGE** OF LIFE-FORCE ENERGY! I'M GROWING **STRONGER** AND **LARGER** EVERY MOMENT! WATCH AND **TREMBLE!!**

IN THAT SEETHING MAELSTROM OF RAW, LIVING ENERGY, THE CAPTIVE **GROWS!** HIS MUSCLES BURGEON. HE BECOMES A TOWERING FIGURE OF **MASSIVE PROPORTIONS!!**

MEANWHILE, CAP HAS MANAGED TO CRAWL THROUGH THE HATCH...HE IS SEIZED BY THE HORROR OF THE NIGHTMARE TRANSPIRING **BEFORE HIM...**

THE CAPTIVE !! HE'S ACHIEVING **MONSTROUS SIZE!!**

GOT TO STOP **HIM** -- BEFORE HE BECOMES-- **INVINCIBLE!!**

CAP UNLIMBERS HIS SHIELD WITH **FIRM** RESOLVE !!! HE IS DETERMINED TO MAKE A **LAST ALL-OUT** EFFORT AGAINST THIS **SUPER-ENEMY...**

THE SECRET IS **COOLNESS** AND ACCURACY--AND A **THOUSAND** DESPERATE EXPERIENCES GUIDING THE **ARM** WHICH UNLEASHES A WEAPON, UNIQUE TO ITS **OWNER ALONE...**

ALL RIGHT, YOU **MISBEGOTTEN** SPAWN OF THE PITS !! LET'S SEE **YOU** TAKE ME THIS TIME !!

THEN !!

BWAAM!

THERE IS A BRIGHT, **UNEARTHLY** FLASH--A PIERCING **SCREAM**--A PAUSE--A THUMP--AND THE DIM RETURN OF **HOPE** THAT THE CAPTIVE HAS BEEN **VANQUISHED !!!**

I-I THINK HE'S **DOWN!!** TOO... WEAK... TO MAKE CERTAIN... T-THAT TOSS **REALLY** ZAPPED ME OUT...

BEFORE HE PASSES OUT, CAP HAS A **FLEETING** GLIMPSE OF THE MAGNOIDS RUSHING IN UPON THEIR **QUARRY**. DARKNESS ENFOLDS CAP... BUT THE **GRIM** BUSINESS GOES ON WITHOUT HIM...

I--DID--MY--**BEST**... COULD DO--NO MORE...

THE BLACK-OUT IS OF **SHORT** DURATION. WHEN CAP **STIRS** AGAIN...

I-I SEEM TO HAVE DONE THE **JOB**...THEY'VE GOT THE **CAPTIVE**...

THEY'RE BINDING HIM WITH **METAL STRIPS**...

IN THE CLOSE PRESS OF **GREAT BODIES**, CAP IS UNABLE TO **SEE** THE CAPTIVE... BUT HE HOPES THAT **EARTH** HAS SEEN THE **LAST** OF HIM...

THOSE SPACE-THINGS DON'T SEEM TO NOTICE **ME**... I'LL RECOVER POOR HENDRICKS' **REMAINS** AND GET **OUT** OF HERE !!

BUT, CAP IS UNAWARE THAT THE PROCEEDINGS ARE BEING **MONITORED** FROM THE ORBITING WARSHIP...

THIS TERRAN HAS BEEN A *THORN* IN OUR SIDE !!

INCREDIBLE AS IT SEEMS THOUGH, THE INTERFERING EARTHMAN HAS ACCOMPLISHED OUR TASK! I WONDER WHAT OPENED HIS EYES TO THE *DANGER*?

SEE, COMMANDER. HE LEAVES THE SHIP WITH THE CORPSE OF HIS **COMPANION**--A **VICTIM** OF THE CAPTIVE, NO DOUBT!

THAT EXPLAINS HIS **ANGER**... THUS, WE'VE MADE AN ALLY OF THIS STRANGE BEING.

FOCUS ON THE CAPTIVE! THAT DEVIL IS OUR PRIME CONCERN! THE MAGNOIDS MUST HAVE HIM SECURELY BOUND BY NOW...

IT IS SO, COMMANDER! THERE! THE CAPTIVE IS IN FULL VIEW--AND UNDER RESTRAINT!

THE BONDS ARE OF SIMPLE, INORGANIC MATERIAL... BUT THEY DO A GIANT'S TASK...

THIS WON'T HOLD ME FOR LONG! I'LL BREAK FREE AGAIN--TO YOUR SORROW.

HEAR THE CURSED ONE BOAST! HE DOESN'T REALIZE WHAT OUR PLANS ARE...

SWINE! PIGS OF THE GALAXIES! YOU'LL PAY FOR THIS!!

THERE ISN'T A FOUL TRAP IN ALL OF SPACE THAT CAN HOLD THE CAPTIVE!! HAHAHAHA!! I'LL BE BACK, I TELL YOU!! I'LL SEEK YOU OUT AND EMPTY YOUR WORLDS OF LIFE!! HAHAHAHAHA!!!

THE MAGNOIDS DO NOT LISTEN--THEIR WORK IS DONE!! THEIR ORDERS ARE TO LEAVE THE CAPTIVE AND RETURN TO THEIR VEHICLE...

MEANWHILE, IN THE WARSHIP, THE LAST ORDER IS GIVEN...

ACTIVATE THE LIGHT-YEAR SLING! SET ITS COORDINATES FOR MAXIMUM RANGE. WE'LL SEE IF THE CAPTIVE COMES BACK FROM THE STAR CALLED EPSILON FOUR!

EPSILON FOUR! I SEE WHAT YOU MEAN, SIR... IT'S A FINE CHOICE!

A MOMENT LATER, THE RAYS OF THE "LIGHT-YEAR SLING" DESCEND AND SEIZE THE CAPTIVE'S SHIP! IT IS LIFTED SPEEDILY INTO SPACE...'

THE SHIP IS HELD, SIR...

INITIATE STANDARD PROCEDURE!

THE "LIGHT-YEAR SLING" BRINGS THE VESSEL HIGH ABOVE THE EARTH--AND, WITH FANTASTIC FORCE, WHIPS IT INTO DEEP SPACE...

AT FASTER-THAN-LIGHT SPEEDS, THE CAPTIVE IS HURLED ACROSS UNIMAGINABLE DISTANCES IN A MATTER OF SECONDS. HIS FATE AWAITS HIM SOMEWHERE BEYOND THE FARTHEST SUNS...

IT IS NIGHT ON EARTH...THE FOREST BIRDS ARE SILENT...BLACK SHADOWS CLOAK THE SCENES OF RECENT STRIFE...THEY ALSO HIDE THE MAN WHOSE EYES ARE RIVETED ON THE STARRY SKY...

I-IT'S HARD TO BELIEVE THE CAPTIVE IS GONE... FOR ONE TERRIFYING MOMENT, THIS WORLD WAS IN MORTAL DANGER FROM AN ENEMY TOO GHASTLY TO THINK ABOUT!

I'M COUNTING ON HIS JAILERS TO MAKE CERTAIN THAT THE CAPTIVE IS NEVER SEEN AGAIN...

THEN, CAP SADLY TURNS TO THE SPOT WHERE JIM HENDRICKS LIES.

YOUR DEATH WILL NOT BE IN VAIN, JIM...WE'VE LEARNED A VALUABLE LESSON...

EARTH MUST BE FOREVER ON ITS GUARD--AND NOW, AS IN THE PAST--WE MUST ASK OURSELVES: WHO COMES FROM SPACE--FRIEND--OR FOE?

I'D BETTER CHECK ON THE WHEREABOUTS OF THOSE METAL MUGGERS! THEY MAY STILL BE AROUND!!

SUDDENLY--!

VOOM!

THAT DOES IT...THEY'VE TAKEN OFF, TOO...LOOKS LIKE THEY'VE GONE TO *REJOIN* THAT WARSHIP IN ORBIT!

NOW THAT THEY'VE *GOTTEN* WHAT THEY CAME FOR, I HOPE THEY'LL DEPART FOR HOME--WHEREVER *THAT* IS!

A STREAK OF LIGHT FLASHES ACROSS THE *HEAVENS* AND IS LOST TO SIGHT...IS IT A METEOR...? THE *WARSHIP*...? CAP CAN ONLY *GUESS*...

IF *THAT'S* THE VISITING WARSHIP, I'LL BE *GLAD* TO WAVE "BON VOYAGE!" THERE'S BEEN *MORE* THAN ENOUGH TROUBLE HERE TONIGHT!

STILL, A MAN CAN'T HELP BUT *WONDER* ABOUT THE INFINITE... FOR EVERY TERROR, THOSE BILLIONS OF STARS MUST HIDE A *MIRACLE OF LIFE*... PERHAPS A LIVING THING OF INSPIRING DIMENSIONS... A *FRIEND* TO ALL IT TOUCHES.

WE'VE SEEN *SO MUCH* THESE PAST YEARS--AND YET, HARDLY *ANY-THING AT ALL!!*

MEANWHILE, *THOUSANDS* OF LIGHT YEARS FROM EARTH, ONE "*TERROR*" HAS YET TO BE DEALT WITH--THE SHIP BEARING THE CAPTIVE APPROACHES THE FLAMING STAR CALLED *EPSILON FOUR!*

THE SHIP'S INTERIOR IS AN *INFERNO* OF HEAT...ITS METAL STRUCTURE IS *MELTING* INTO SHAPELESS MASSES AS THE CAPTIVE STRUGGLES TO *FREE HIMSELF*...

HAHAHA! I'LL *SHOW* THEM! IT WON'T BE LONG BEFORE I FIND THE *WEAK* ELEMENT IN THIS *BINDING*...

THOUGH THEY HURL ME INTO THE FIERY HEART OF A BURNING SUN, I SHALL SURVIVE THE ORDEAL! THE CAPTIVE DEFIES EVERY METHOD OF DESTRUCTION!

HA, HA, HA, HA! BOIL AND BUBBLE AND FILL THE UNIVERSE WITH THE BRIMSTONE OF HELL--!! IT MEANS NOTHING TO THE CAPTIVE! NOTHING! HA, HA!

BUT, EVEN AS THE CAPTIVE'S SHIP PLUNGES TOWARD EPSILON FOUR, HE IS UNAWARE THAT HE HAS ARRIVED AT A MOST MONUMENTAL POINT IN THAT STAR'S HISTORY...

EPSILON FOUR IS GOING NOVA!! IT BEGINS TO EXPAND--TO DISTORT--AT ITS EXPLOSIVE MOMENT OF--

HA HA HA!

DEATH!

SKRAABLAAM!!

WEEKS LATER, AFTER CAP HAS FACED A SESSION WITH A **TOP-LEVEL SECURITY COMMITTEE...**

I CAN OFFER NO FURTHER FACTS, GENTLEMEN...

THAT'S BEEN THE PROBLEM... **THERE ARE NO FACTS!** WE THEREFORE CALL THIS INQUIRY TO A **CLOSE!**

SORRY, CAP. THIS SPACE-OPERA OF YOURS SOUNDS MIGHTY **EXCITING**--BUT WE'VE FOUND NO **PHYSICAL EVIDENCE** TO SUPPORT ITS VALIDITY!

DENTS IN THE SOIL--**CHARRED** VEGETATION--IT'S THE KIND OF THING WE ENCOUNTER IN THE AVERAGE **U.F.O.** STORY...

SORRY ABOUT HENDRICKS... THE **CIRCUMSTANCES** OF HIS DEATH SEEM HIGHLY **UNUSUAL**, BUT NOTHING BEYOND OUR KNOWLEDGE...

THAT'S **IT**, THEN--YOU'RE **CLOSING** THE BOOK ON THIS INCIDENT.

I **MUST** LEAVE... I HAVE AN APPOINTMENT AT THREE.

I'LL JOIN YOU IN A MOMENT, JOHN.

OFFICIALLY, THERE'S BEEN **NO INCIDENT**, CAP... ONLY YOUR **PRESTIGE** HAS EARNED YOU THIS HEARING. YOU **GOT** IT... AND NOW, IT'S **OVER.**

I...SEE...

DO YOU--? ALIENS ARE **EASY** FOR YOU TO UNDERSTAND. YOU'VE FOUGHT KREE AND SKRULL **ALIKE**, CONSORTED WITH A LIVING... **GOD...**

BUT WHAT DOES THE **AVERAGE MAN** KNOW--OR CARE--OF GALACTUS, OR THE WATCHER... OR **ANY** OF THE MYRIAD **NIGHTMARES** WE'VE DISCOVERED THESE PAST FEW YEARS?

AND IF THE AVERAGE MAN **DID** KNOW...GOOD LORD, MAN, JUST IMAGINE THE PANIC...THE **TERROR...**

WE DOWNPLAY **UFO'S** BECAUSE WE **HAVE** TO, CAP... TO PRESERVE MANKIND'S COLLECTIVE **SANITY...**

...BUT WHO KNOWS, MAYBE **SOMEDAY** WE'LL BE ABLE TO MEET THESE ALIENS ON **THEIR** LEVEL.

SOMEDAY, BUT **NOT** TODAY...

LET'S **HOPE** SO, GENERAL.

BECAUSE WE'RE **NOT** ALONE IN THE TEEMING FIRMAMENT... **LOOK TO THE STARS, EARTH! LOOK TO THE STARS!!**

THE END

F.O.O.M. #10 (June 1975) back cover tribute to Jack Kirby
by Bob Budiansky & Duffy Vohland

Marvel Bullpen Bulletins announcing Jack Kirby's return to Marvel, from October 1975 titles

THE KING IS BACK! 'NUFF SAID!

STAN LEE'S SOAPBOX

This month's news is too big to hold off for another minute! Jack Kirby is back! Yep, that's right! Ol' King Kirby (and don't forget, it was at Marvel that he got that sobriquet) has returned to the bosom of the blushin' Bullpen! This is where his heart is— this is where it all started— and this is where one of the greatest talents in comics belongs. One of Jolly Jack's first projects will be a Marvel Treasury edition of (hold onto your hat) 2001, A SPACE ODYSSEY! Also, he'll start on another brand new series dealing with the Gods that walk amongst us! And, just to prove the master's hand still hasn't lost its touch, he'll be taking over the strip he started more than three decades ago— the one and only CAPTAIN AMERICA! Jack'll be writing and drawing the whole magilla by his lonesome. Much as I'm itchin' to collaborate with him once more, I've still got to finish writing SON OF ORIGINS so that the great new sequel to ORIGINS OF MARVEL COMICS can be on sale for you before this Christmas. But, as soon as Jack and I get a breather, and when you least expect it, watch for a gigantic special edition of— you guessed it— THE SILVER SURFER! Anyway, one of the most dramatic moments in the Mighty Marvel Con, which was held at Easter time, was when most of the Bullpen was on stage for a panel discussion of The Fantastic Four, and I mentioned that I had a special announcement to make. As I started telling about Jack's return, to a totally incredulous audience, everyone's head started to snap around as Kirby himself came waltzin' down the aisle to join us on the rostrum! You can imagine how it felt clownin' around with the co-creator of most of Marvel's greatest strips once more. Now, if we could only find poor old Irving Forbush! Anyway, the Con was a total triumph! Kirby's back! Howard the Duck loves you all! And every day's a holiday at Marvel! So, till we meet again, remember those imperishable words of Aunt Petunia— never speak harshly of your enemy— when you can kick 'im in the shins instead!

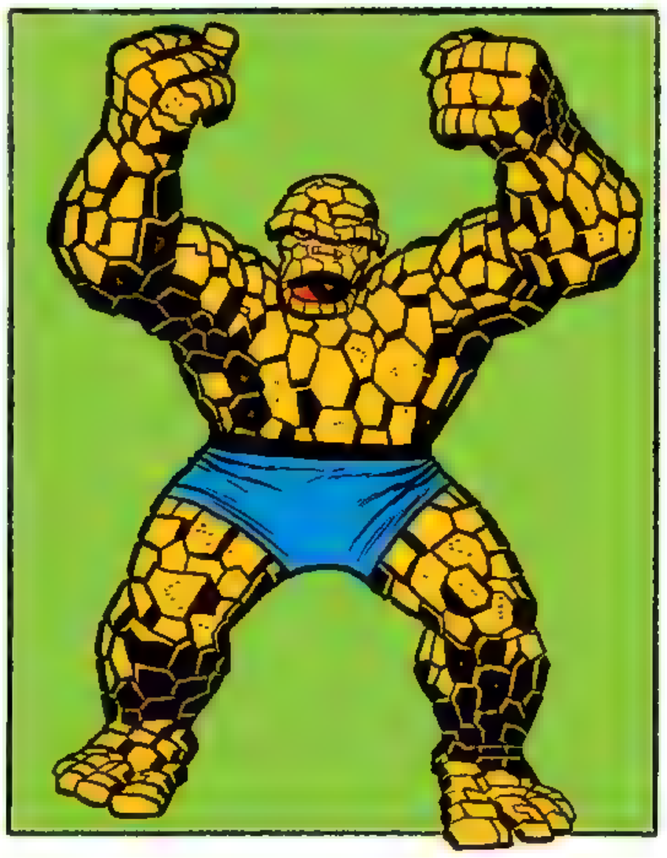
Excelsior!

Stan

ITEM! If you think the triumphant return of the King (which has got to be the most awesome arrival since MacArthur trucked on back to the Philippines) is the only big event coming at you from your brain-blastin' Bullpen, we'll just have to casually mention the title of our grandest, goofiest,

and possible greatest guest-star extravaganza of all—the super-team supreme—THE CHAMPIONS! Featuring five of the most far-out fightin' furies ever to cross the pages of a comic mag, this brainchild of TONY (the Tiger) ISABELLA is even at this moment being blazingly brought to life by Dashing DON HECK, whose pulse-pounding pencils on both THE AVENGERS and THE DEFENDERS elicited such enormous approval from Marveldom Assembled! So join Tony, Don, THE ANGEL, THE BLACK WIDOW, GHOST RIDER, HERCULES, THE ICEMAN, and a volume of vile villains for this power-packed premiere—on sale in July! (And while you're waiting, you might pick up on a few other super-group sensations—namely the FANTASTIC FOUR, the aforementioned AVENGERS and DEFENDERS, the X-MEN, the GUARDIANS OF THE GALAXY, and those wide-eyed wonders of World War II—THE INVADERS. At Marvel, everybody gets into the act!)

ITEM! Look out, Lockjaw! Watch out, Redwing! here comes the all-time ace of the animal kingdom—HOWARD THE DUCK! That's right, O True Believer! Stan and the Marvel Gang proudly present an



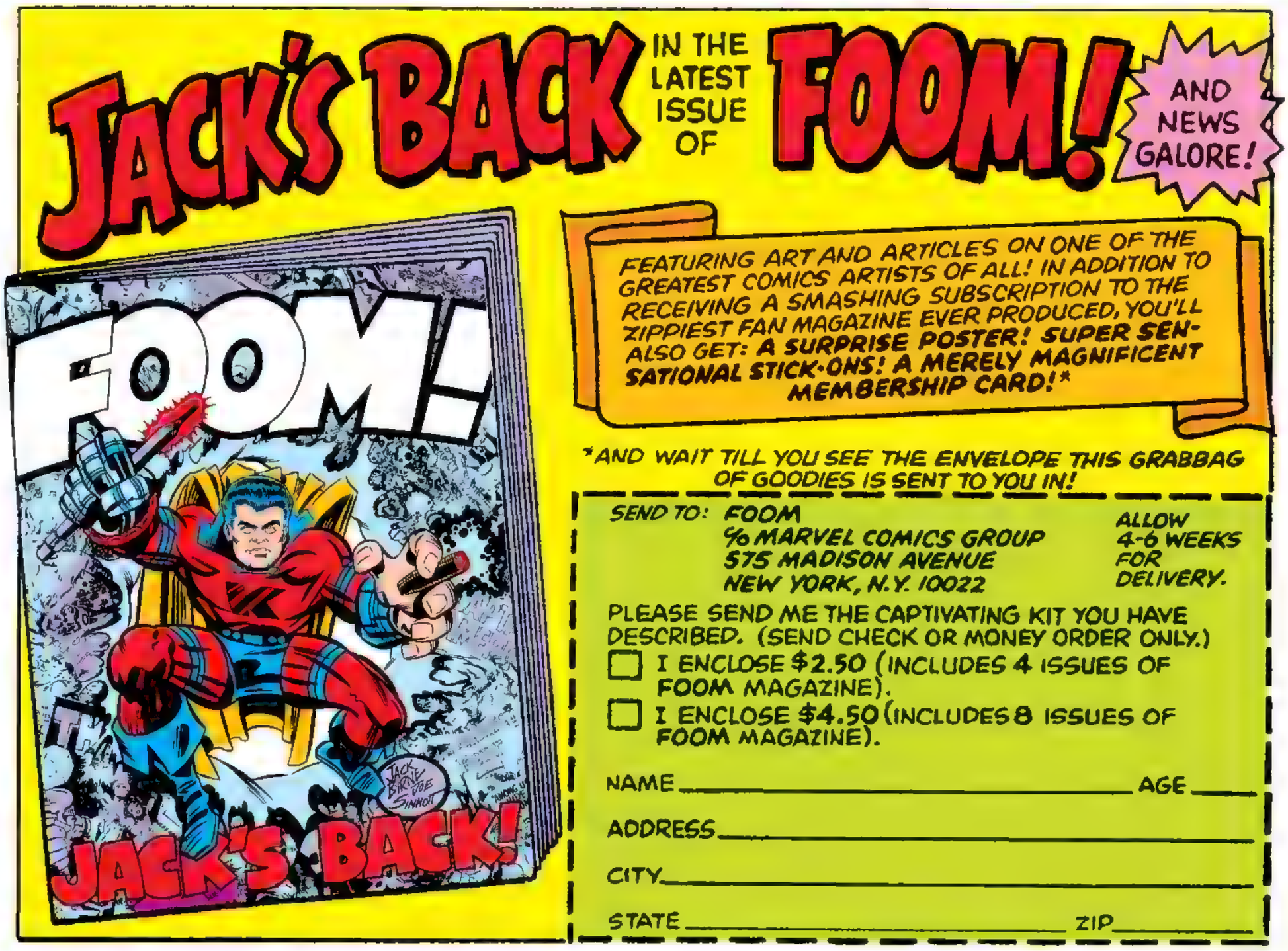
all-new comic mag masterpiece starring the Aquatic Avenger whose uncanny deeds of derring-do have astonished readers in THE MAN-THING. Once more, STEVE GERBER and FRANK BRUNNER combine talents to give you what may turn out to be the greatest humor or greatest adventure mag the world has ever known. Once more, that's HOWARD THE DUCK—now in his own book! And you thought we didn't love ya!

ITEM! "Cut off a limb and two more shall take its place!" So sayeth Hydra...and so sayeth MARVEL! In case you were wondering what we had in store for you in our magnificent magazine line, wonder no more. First off, SAVAGE TALES (starring KA-ZAR) is gone. But it's being replaced by not one, but two great new titles—MARVEL SUPER ACTION (starring KA-ZAR, THE PUNISHER and DOMINIC FORTUNE) and SHERLOCK HOLMES (the dean of detectives in exciting adventures as portrayed by Devil-May-Care DOUG MOENCH and Valiant VAL MAYERIK). Secondly, DRACULA LIVES and VAMPIRE TALES are gone. But they're being replaced by not one, not two, but four new magazines—THE LEGION OF MONSTERS (presenting spine-chilling stories of DRACULA, THE FRANKENSTEIN MONSTER, and the all-new MANPHIBIAN), MASTERS OF TERROR (the works of Robert E. Howard, H.P. Lovecraft, Robert Bloch, and other titans of the typewriter—re-presented in comics form), MARVEL MOVIE PREMIERE (the sensations of cinemaland—brought to you by masterful Marvel), and STAR-LORD (science-fiction with a difference!). How's that for making Hydra look like a pack of pikers?

ITEM! It had to happen! After two years and 196 pages (surely a rollickin' record of some sort), Dauntless DON McGREGOR'S classic tale of heroism and revolution, "Panther's Rage," is drawing to a close. So don't dare miss the latest issue of JUNGLE ACTION starring THE BLACK PANTHER! (P.S. for BILLY GRAHAM watchers: just who is that handsome dude we've been seeing in the backgrounds of television commercials for such diverse products as beer and chewing gum? Darned if he doesn't look familiar.)

ITEM! If you missed MARVELCON '75, pilgrim, then you missed the comics cavalcade of the decade! Not only was Jack Kirby's return to Marvel announced before an enthralled crowd, but most of your favorite Marvel madmen were there to meet and greet all the keepers of the flame who likewise keep us from going bankrupt! There were panels, displays, and even guest appearances by Spidey and ol' Cap America themselves! Even if you missed the event of the convention year, though, you can still share in the fun! Just pick up on FOOM MAGAZINE #10 and dig on our special photo-news report on the festivities! And, of course, there's always MARVELCON '76! Year after year, Marvel's number one! Believe it!

F.O.O.M. #11 house ad
from March 1976 titles



Captain America's Bicentennial Battles #1 house ad
from August 1976 titles

F.O.O.M. #11 (September 1975) celebrates the return of the King with an issue devoted to Jack Kirby's upcoming Marvel projects.

STAN LEE/Publisher
ARCHIE GOODWIN
ROY THOMAS
LEN WEIN
MARV WOLFMAN/Overseers
SCOTT EDELMAN/Editor
DUFFY VOHLAND/Contributing Editor
BARBARA ALTMAN/Design
LEN GROW/Production
SOL BRODSKY/The Mill of the Gods
ALEX BOYD
RICH BUCKLER
BOB BUDIANSKY
JOHN BYRNE
FRANK GIACOIA
DON MAITZ
SAM MARONIE
BRUCE MITTLEMAN
JIM NOVAK
CHARLEY PARKER
PATY
DON PERLIN
TOM SCIACCA
MARIE SEVERIN
DAVE SIMONS
JOE SINNOTT/Foomers All!
JACK KIRBY/Inspiration

THE KING IS HERE!

Speaking of one of the greatest comic book artist the world ever has seen, Jolly Jack Kirby has just won the 1975 Academy of Comic Book Arts Hall of Fame Award. The Honor, given by ACBA, an organization of professionals, was for lifetime achievement and his many contributions to the field. We couldn't have said it better ourselves.

And what better way to begin an issue devoted to Jack Kirby than to have an interview with the master himself, in which he sets forth his philosophies on his work in the field in which he's been for over thirty-five years. Next, Alex Boyd, long-time Marvel fan and teacher of a comics course at the State University of New York at Buffalo, takes an incisive look at Jack's career, which is complete (as in the interview) with up-to-date photos by Bruce Mittleman and Sam Maronie. The Kirby section this issue is complete by another of Charlie Parker's humorous strips, this time around detailing the origin of Jack Kirby, and a stupendous centerfold portraying Kirby's Kosmic Konsciousness by John Byrne (penciller of the Joe Sinnott-inked cover and IRON FIST artist) and Duffy Vohland. The centerfold is made to be pulled out and hung on your wall, so go ahead!

If you'll flip through the pages of this issue you'll see the surprise attraction (if we've managed to pull it off in time)– one ad! We now offer thirty-one page of fun, fun, fun! That's a tradition we'll be proud to uphold in the future.

There's one item that should really be mentioned to all prospective artists out there— the FOOM FAN ART GALLERY can only print submissions that are in black ink on white paper. All color drawings must languish unpublished in our drawers.

Dave Simons, author of this issue's article on collecting Marvel Comics (left),

responds to the editorial criticism of FOOM editor Scott Edelman (right).

TOP TALENT ENTRANTS: Richard Loeffler, James Monreale, Bob Miller, Jason Cade, Dave Howell, Dave Janson, Karl D. Lewis, Mike Crowell, Earl Dickens, Jr., Steve Fish, Nelson Ho, Clifford Leigh, Sherman Lewis, Lucius Fred Gilbert, Tom Takach, Dan Widner, Patrick Regan, Wayne Smith, Douglas Weiman, Gerald Gardner, Robert Puglisi, Randall Moreau, Joseph Pascalli, Tim Rourke, Bob Fisher, Kevin Atkinson, David Weeks, Jr., Diego Trejo, Jr., William Thomsen, Phil Lee, Marc Carsley, Brian Thomas, Howard Simpson, Carl Saloman, Mark Counts, Larry Twiss, Brian Smith, Jose Christina, Jim Bertrand, Shelton Leong, J. Wayne Sadler, Tom Miller, Jim Dexter, Christopher Nantista, Jonathan Ringler, Jason Rodriguez, David Bogg, Joe Velicky, Charlie Parker, Christopher Simmons, A. Dickerson, Mike Steggman, Mitchell R. Urban, Bob W. Penn, John Garcia, Ronnie Burkey, Mark V. Gentry, Jack Frost, A.T. Campbell, Michael Kanterovich, Robert Young, Chris Joy, Bill Curtis, Bob Wegener, Randy Funk

LONG LIVE THE KING!

So if you really want to have your artistic abilities displayed, send us the pen and ink drawing on unruled white paper to: FOOM FAN ART GALLERY, Marvel Comics Group, 575 Madison Avenue, New York, N.Y. 10022. You'll be glad you did.

Plus, if you turn to pages 25 and 26, you'll finally see the winning entry for TOP TALENT by Russ Nicholson, and if you'll look elsewhere on this page, you'll find a list of other contest entrants. Russ has won the Johnny Romita/Mike Esposito Captain America cover from FOOM #8, and a whole mess of other goodies that'll soon be knockin' at his door. Congrats, Russ, you're a hero in our book!

Before we sign off, there are two stalwarts who you've simply got to meet! Their names have been in the credit box for quite a few issues, and it's about time they've gotten properly introduced! First off, there's Beauteous Barbara Altman, who does the layouts for FOOM. In other words, she gets the art and articles from yours truly and decides where and how the art, photographs, and type are set on the page. It's then the job of Lenny Grow to actually paste these items on the page. Okay? (Now willya let my armadillo go, fellas? I wanna get back to work!) Oh— and before we forget, welcome Jim Novak, who just came on staff a few weeks ago, and who lettered the copy on our centerspread this ish. Welcome aboard, Jim. We're glad to have ya with us!

As for what *else* is in this issue, we have an article on how to collect Marvel comics by Dave Simons (see photo), the results of the 1975 Irving Awards, and of course the all-new news section!

And by the way, we're still trying to determine exactly the way you want to get your news. If you prefer the interview method of collecting news as evidenced in FOOM #8 and 9, send us a postcard with the word NEW on it. If you want it done the way it was in #'s 1-7 and 10, send us a card with the word OLD emblazened across it. Ten postcards will be picked, and each will get an original page of coloring. So send your vote to FOOM, in care of the address already given. We'll be watchin' for it!

As for the next issue, we'll be presenting an in depth view of the Vision, with interviews with Vision creator Roy Thomas and current AVENGERS author Steve Englehart. There'll be pleasures a'plenty, so you won't want to miss it! (illo below by Paty and Duffy).

—SCOTT EDELMAN

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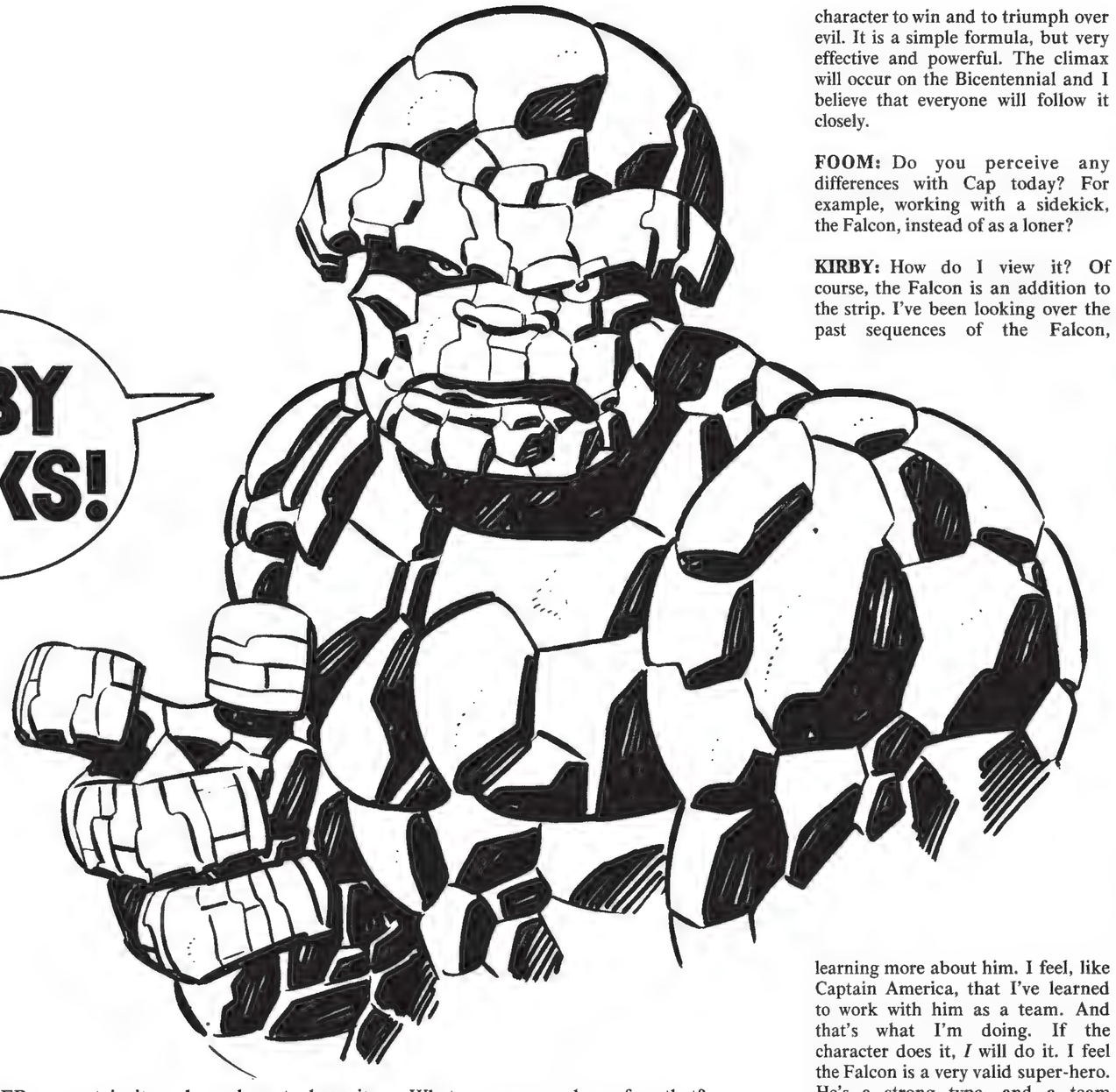
KIRBY SPEAKS!



Rich Buckler and Joe Sinnott provide us with a representation of what some say is the greatest Kirby Karacter of all— the ever-lovin' blue-eyed Thing!

FOOM: About CAPTAIN AMERICA— How does it feel to be back on a book which you created so many years ago?

KIRBY: Of course, it's like being on familiar ground . . . trying to reorient yourself after not doing a thing for quite awhile. You've got to pick up the concept again. You've got to look over the old formula, find out what to add to it and how to keep it going. Like any other feature, you have to sustain it, and you have to keep it running. You have to keep it running in contemporary times. That's what I do with *any* strip I'm working on. CAPTAIN AMERICA means a lot to me, so I review it intensely.

FOOM: Especially with the upcoming Bicentennial, I'm sure that many people, even people who don't read comics, are going to be watching the book closely, because Captain America is a symbol of America. What are your plans for that? Anything you'd care to talk about?

KIRBY: The story I'm running now is slanted towards the Bicentennial. In fact, it's a long running novel with many chapters in it. Each chapter is a different story. Of course, the climax of the story is going to occur on the Bicentennial in 1976. It's going to be Captain America as he should be. Captain America winning because he has the character to win and to triumph over evil. It is a simple formula, but very effective and powerful. The climax will occur on the Bicentennial and I believe that everyone will follow it closely.

FOOM: Do you perceive any differences with Cap today? For example, working with a sidekick, the Falcon, instead of as a loner?

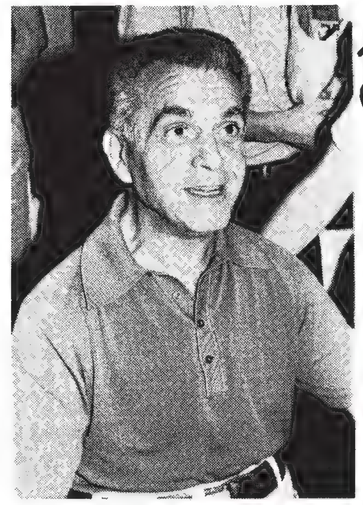
KIRBY: How do I view it? Of course, the Falcon is an addition to the strip. I've been looking over the past sequences of the Falcon, learning more about him. I feel, like Captain America, that I've learned to work with him as a team. And that's what I'm doing. If the character does it, *I* will do it. I feel the Falcon is a very valid super-hero. He's a strong type, and a team operation is just as effective as a single, if it's really good, and that's what I'm trying to make it.

FOOM: Stan has mentioned already in the Bullpen Page that you're going to be working on a series about "the gods who walk among us." Is there anything you can tell us about that?

KIRBY: I'd rather leave it stand there until I get the book out. It's the god concept, and that's very powerful. But I'd rather not introduce the characters prematurely.

FOOM: Where is that on the production schedule?

KIRBY: I'm working on 2001: A SPACE ODYSSEY. I just sent a new batch of pages in yesterday. The book'll be finished by the end of the month. After that I'll be working on the god book, but until I begin to work on a book and begin to bring it out, it's best not to reveal the characters or the plot or anything like that. If it's published three months ahead, by the time it comes out, people know all the characters and plot. I think it's bad policy to do that. It's been done to me before. The characters are good. The concept is good. It'll be a good thing to follow, because it takes in our entire past history.



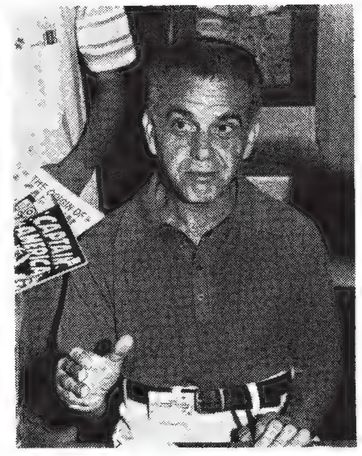
FOOM: As you already know, Frank Giacoia is inking the CAPTAIN AMERICA book. Some of the names that have been bandied about for inking 2001: A SPACE ODYSSEY have been Joe Sinnott and Wally Wood. We were wondering if yo had any preference as to who would best carry across your feeling in that particular strip.

KIRBY: I have no preference. Each inker has his own individual style. Whoever they assign to the strip I'll accept. They're all good men. They add variety to the pencils and I have no objections to any of them. They're just great gŭys. In fact, I'm glad *I* don't have to make the decision on who to choose.

FOOM: Another item Stan's already mentioned in the Bullpen Page is that you'll be working on an upcoming SILVER SURFER book. Believe it or not, the amount of mail we get demanding a book be given to the Silver Surfer is overwhelming. We were just wondering if any further work had progressed on that.

The reason I'm back is because I wanted to be back.

It's going to be Captain America as he should be.



KIRBY: No. I haven't heard from Stan about it. I'm working on CAPTAIN AMERICA, 2001: A SPACE ODYSSEY, and that gods book, which I'm hoping to work on as soon as I finish ODYSSEY. If SILVER SURFER comes up I'm sure Stan will discuss it with me and we'll work it out. I haven't heard a thing yet.

FOOM: How do you feel about the way you've been working these past few years, with editing your own

material? How do you view that? Do you like it better working at Marvel now than you did a few years ago, now that you've got control?

KIRBY: I feel at ease with full control. It's not the fact that you want to dominate every book that you're working on. It's just that you're able to do the book in your own way, in your own manner. The book reflects what you want to put in it, what you want to see in it, and what you want to read in it. Having done editing, writing, and drawing for years, I find myself in the happiest situation just working that way. I can mold the characters the way I think they should be. The characters become the kind of people I think the story needs. I feel I can give them a lot more dimension if I work on them individually. I feel that I have nobody else's concepts blending with mine as far as working out the construction of the type of story I want it to be. So I'm happiest doing it that way.

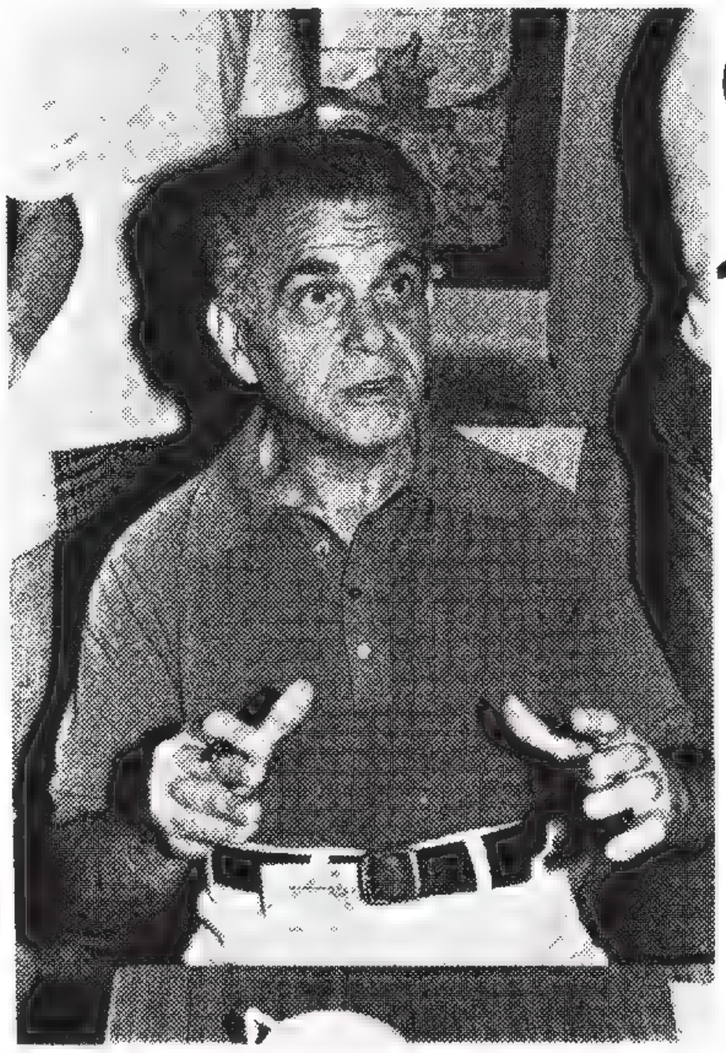
FOOM: Years ago, when you and Stan first sat down and created the FANTASTIC FOUR, and all the other characters that were done, say, fifteen years ago, did you think that they would still be around today... that they would actually last so long?

KIRBY: You just never know. I didn't think in that direction at all. For instance, I remember beginning THE HULK. THE HULK went on for a few issues, and then the magazine was discontinued. I expected that to happen. In the comic field you sort of expect it. You're working on a magazine, it's discontinued... but then it was resumed again. It was resumed again a few months later and it's been going strong ever since. So that kind of experience is not new to me. Of course, if you work hard and you think you're working it out well and then it's suddenly discontinued, it could be traumatic. Not to me, of course, but possibly to a new artist, or people who are not familiar with that kind of routine. Magazines get discontinued in the comics field. And some go on for years. It's hard to call the shots.

FOOM: It must have felt odd doing all those issues of the FANTASTIC FOUR. You hold the record for drawing consecutive issues of a magazine.

KIRBY: I suppose the FANTASTIC FOUR captured everybody's imagination. It really held a lot of attention. The FANTASTIC FOUR had a classic element in it. It couldn't be denied by anybody. It was read by a wide variety of peer groups. Of course, that's the reason why it's still here today and going strong. The FANTASTIC FOUR is a strong combination, and I think it'll stay strong.

FOOM: Do you see many differences between comics of today and



I feel that life is a series of very interesting questions and very poor answers.

those of the 1940's? Either in the method of creation or the role they have in society?

KIRBY: I think that today's reader is a lot more sincere about the comic book than the original readers were. I think the public in general is much more interested in *all* media than they were in my generation. My generation was totally involved in a media, but as spectators. Today's generation is involved as participants. I think the average reader participates in the development of the media. He's a lot more sincere about it. He's a lot more involved with it. He wants to see the best he can get out of it. I think today's movie-goer is a lot more involved in the movie. That's why I think movies change. Comics change because the reader was going somewhere and we just had to follow him. He wanted something he could participate in. So the reader, actually, has become part of the staff. He's just as much responsible for the success of the comic as anybody else involved with it.

FOOM: How do you feel about the fact that people are now writing doctoral theses and treatises on you?

KIRBY: On me?

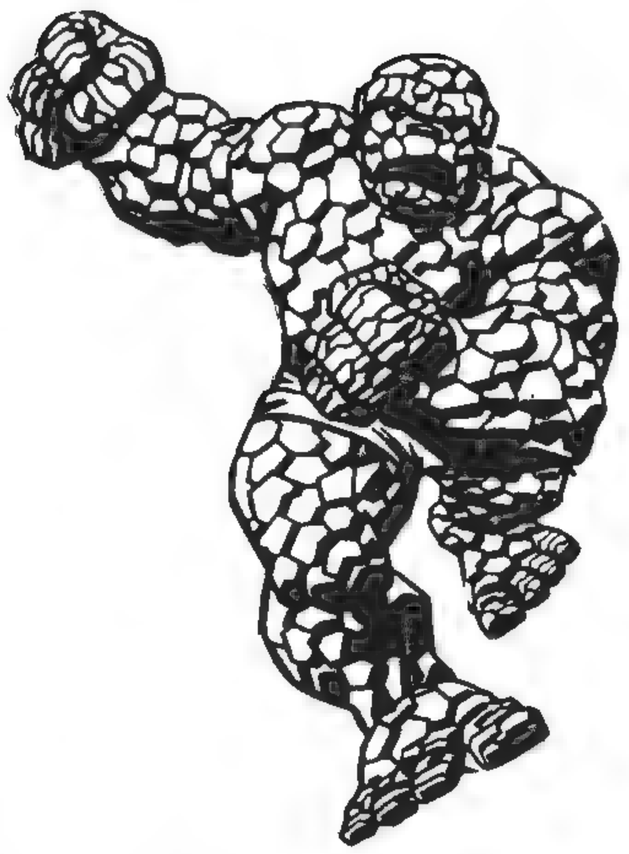
FOOM: On comic books in general and you in particular. On your philosophy as evidenced in the books you draw— all dealing with gods and earth-shattering, universe-shattering events.

KIRBY: I didn't mean to lead anybody on to any sort of religious path. I have no message myself. I feel that life is a series of very interesting questions, and very poor answers. But I myself am willing to settle for the questions. If the questions are interesting, I feel I evoke them in what I do. I feel that should be good enough for everyone else. I know it sounds pontifical just saying it, but I usually don't see anything but a really interesting series of good questions to keep everybody busy for the rest of their lives and then let it go at that. So I think the god concept has these types of elements in it. In other words— what happened; what's happening; what's going to happen. Those are the essential questions for anybody, and that's why we create gods, create myths. Because we say, "These people know what's happening." In other words, we need to justify ourselves, so we create gods. We say, "These people

are responsible for what's happening. These people are responsible for what's going to happen." Of course, when we say things like that, we create a mystic element in our own thinking. And I think that's what we see in it. We seek some sort of mysticism to explain the reason for our own environment, for our own psyche. There are reasons for many of the things we fail to understand, but just aren't qualified to see them. I believe that's why the god concept is powerful— it involves us. It involves us inside. It involves us outside. And that's the god concept. So everybody thinks in that direction. I think everybody thinks about destiny. The forces that rule destiny. And, of course, those forces that we call God. That's a powerful concept that rules us entirely. Day by day until it comes out in our various daily activities. It comes out in silly things like astrology. I don't say that's silly, because that's also held onto by a minority. There are things we hold less valid and things we hold more valid. The god concept is at the bottom of it all. And some people just say it very simply— "What's happening baby?" WE try to find out in our own unqualified way.

FOOM: One of the ideas we've managed to glean from your philosophy as portrayed in the comic books is that each one of us can be in our own way a god or super-hero. Even without the powers, if we're honest and try hard enough.

KIRBY: Sure. And I feel that the gods are only idealized versions of ourselves. That's why I say they're all of us just asking what's happening. Our own ego is saying, "Well, *we* know what's happening." And that makes us a god. As soon as we say that one phrase, "we know what's happening. We know *why* it's happening!" Or, "*I* know what's happening!" That makes you a god. And it projects your own ego. And I think everybody has got that. The ego is a very, very powerful part of us, so I think the god concept comes across very strong. I believe that's why everybody does it. Of course, I expect it. It's very, very natural. I think man's projection into mysticism is as strong as any part of nature around him. It's man himself. Those are my thoughts on the god concept. I believe Marvel's treatment



I suppose the Fantastic Four captured everybody's imagination.

of Thor is valid because it projects Thor as we'd like to see him. Thor as *us*. . . as a personal super-hero. And I think it's true. I think that all of us see ourselves as super-heroes, and we try to justify it with mysticism. And it's true because it works.

FOOM: Of the super-heroes you've done, Captain America and Thor are not people who were born with powers. They *became* super-heroes. They were people just like us who were lucky enough to get the super-serum or have the hammer fall into their hands. So someday, maybe *we* can become super-heroes.

KIRBY: I think we already are. That's why we don't have to dress in super-hero costumes. We already *are* super-heroes. When we probe ourselves, at the last analysis, whatever we see around us is us. And every individual is like that. In the last analysis you stand alone. No matter what happens. In the last analysis you face the universe by yourself. You can't face it for anybody else; you can't face it *in* anybody else. The final analysis is what counts. That's you. The "you" business is involved in the god concept, and that's very strong. You'll find out in the end, when everything gets wiped away and you're left standing in your underwear, all that's left is you. And you find that at that moment your feelings are very strong. And you're all there is. So when we yearn for gods, we're merely expressing that kind of feeling. . . "I'm all there is; you're all there is." And in the context of society, we're part of 200 million people, of America. But if that goes by the boards, all that's left is you. And that's the truth, too.

FOOM: That's the true test of the super hero, isn't it— making it on your own?

KIRBY: That's right. And the super-hero can. And if you believe you can, you will. There's no doubt of it. Because there's strength in it, and that strength comes out in what you do. That's all I have to say about the god concept.

FOOM: Do you have any final statement or comments for our readers?

KIRBY: Of course, I honestly think the reason I'm back is because I wanted to be back. I'm home. And being among the people of Marvel is good ground to be on. They're good people. They're cooperative. We share laughs; we share problems. Sharing is what I'm all about. I like to share and I find that's easy to do at Marvel. I feel that whatever I do and put in the stories will be read sincerely by the readers and whatever comments I get will be sincere. I'm glad to be working at Marvel for that reason. I'm going to do the best I can, give the best stories I can, and always try to see what new dimensions can be thought of to make the strips better than they can be. I'll do the best I can. If they read the books, I think they'll enjoy them. I know Marvel's readers enjoy all the books. I just hope to add my books to the list.

FOOM: It should be very easy for them to get there.

KIRBY: Thank you very much. I appreciate your interest in my work. I can only say that I'm constantly trying to improve it. That is, I feel that if you pay your money for a book, you should be entertained by it. That's my way of being sincere to anybody else. Of course, at Marvel I've always done my best, and I'll continue to do so.

THE MOONSCAPE **EXPANDS** BEFORE THE RACING ROCKET BUS. HORIZONS OF AGELESS STONE STRETCH IN ALL DIRECTIONS -- BUT, THE WORKS OF MAN CAN ALSO BE SEEN -- SPANNING GREAT CHASMS AND PLANTING ROOTS IN PLACES ALIEN TO MOTION OR SOUND...

MINERAL CITY

SINCE THE "*FIND*" AT THE CRATER WAS PUT IN MY LAP, I'VE BEEN ANXIOUS TO MAKE MAKE THIS TRIP TO TYCHO, GENTLEMEN...

YOU WON'T HAVE LONG TO WAIT, DOCTOR FLOYD--WE'RE ***ALMOST*** THERE, NOW--

A panoramic shot from the upcoming 2001: A SPACE ODYSSEY book as inked by Frank Giacoia.

THE ONCE AND FUTURE "KING!"

by Alex Boyd
Jack Kirby: An Appreciation

The Fantastic Four, Captain America, Thor, the X-Men, the Avengers, the Silver Surfer, the Hulk, Iron Man, the Black Panther, the Watcher, and the Inhumans were all first drawn by Jack Kirby.

There is a strong temptation to repeat that sentence for emphasis. With the exception of Spider-Man, most of Marvel's best and best-selling heroes were originally drawn —and very often plotted—by a lone man hunched over his huge drawing board, pencilling furiously like a lunatic—to create the visual end of the Marvel Age of Comics. In dedicating his "History of Comics", Jim Steranko was not exaggerating much when he wrote that Jack Kirby was a man "without whom there may not have been any comics to write a history about."

Kirby's ability to work quickly, as well as imaginatively, has a lot to do with the tremendous effect he has had on the comics. Loquacious Gil Kane has remarked, "The biggest problem with comics today is that they have to be turned out too fast. . .(but) Jack Kirby can sit down on any day that he works and he can do between three and six pages of the most complete and beautiful pencils you ever saw in your life, and he can even do more if he has to. Jack's a very special case; but that doesn't work for someone who has a style that requires greater concern for literal drawing, and it means that working at Jack's rate most artists can only hack. . . I think Jack's whole approach is very satisfying."

If artists were mutants, then Jack Kirby would be Professor X. His work has appeared and reappeared so often and in so many magazines, and he has worked so long and for so many companies, that it is virtually impossible for a young artist to become interested in comics without somewhere along the line looking at a lot of Kirby's art. So, not only has Kirby himself drawn so many comics, but if you include the comics drawn by artists he's influenced, you'd have to say that practically every comic in the industry has been somehow shaped by Kirby.

Although in the course of his long career (he began drawing professionally in 1935, and he's still going strong) Kirby has drawn everything from the more familiar characters like Popeye and Jimmy Olsen to the more obscure ones like Socko the Seadog and Abdul Jones, his real home has always seemed to be at Marvel. Probably this is due to the large part he played in creating the Marvel Superheroes. When Fantastic Four #1—which is generally taken to be the first book of the Marvel Age of Comics—rolled off the presses in the summer of '61, it was Jack Kirby who was the artist.

There is no way to estimate the

Together with Stan Lee, Joe Sinnott (left) and Jack Kirby (right) produced more consecutive issues of a comic magazine (THE FANTASTIC FOUR) than any other creative team.

shock that the comic world felt when, after over 100 issues of the Fantastic Four, Stan Lee found himself writing, "Jack Kirby has unexpectadly announced his resignation from our surprised but stalwart little staff.' It wasn't just that a creator of a strip had taken on a new assignment. Rather, it was more like one of the creators of an entire style, spirit, and movement in comics had walked away from the characters that had given form to that spirit.

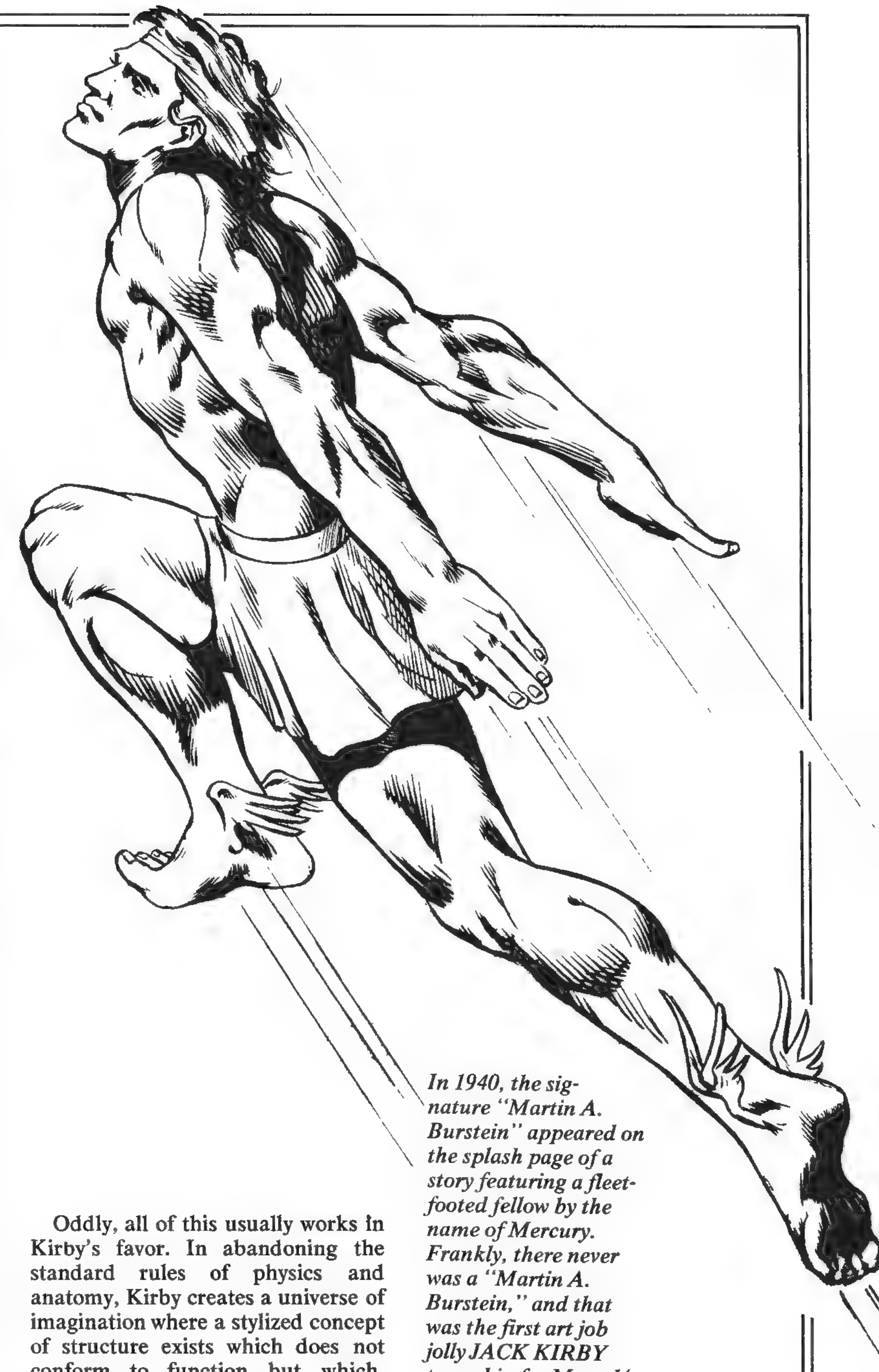
And now, Jack is back.

* * *

Just as it would be a mistake to think of Kirby as being primarily a writer, so too it's wrong to say that he is exclusively an artist. What he is, really, more than anything else, is a story-teller who uses words and pictures to tell his tales. If Kirby has been typed as an "artist" as opposed to a writer, that probably has much to do with the fact that comics are generally considered to be a more visual than verbal medium.

Characterising his style begins with two words: power and motion. He achieves a sense of power in his characters by exploiting wide, bold lines that make characters seem bigger than they are—the centers of attention they want to be. While this varies depending on who is inking him, it's pretty clear that Kirby figures do not often blend smoothly into the background. Rather, they deny their backgrounds as if to say that they prefer standing out of any context except that which they themselves choose to create. (The lone exception to this rule is Sue Richards, and she is an exception only when she is, in fact, invisible!)

Kirby's style gains additional power, strangely, through a total disregard for human anatomy. If a character seems to need a muscle in order to convey the sense of power and thrust that Jack is after, and even if that muscle has never existed in any actual human being, the muscle is added—and added with a passion, on principal. Sometimes Kirby's human figures seem as technically elaborate and (in a funny way) non-functional as those huge, complex machines that he has become famous for covering double-page spreads with. Sometimes those gizmos look so elaborate that you'd expect even Reed Richards to wonder about their functions.



In 1940, the signature "Martin A. Burstein" appeared on the splash page of a story featuring a fleet-footed fellow by the name of Mercury. Frankly, there never was a "Martin A. Burstein," and that was the first art job jolly JACK KIRBY turned in for Marvel/ Timely. The story was reprinted in MARVEL SUPER-HEROES #14, out in 1968, thereby making the premiere Kirby klassic a bit easier to find. Illustration by Don Maitz and Duffy Vohland.

Oddly, all of this usually works in Kirby's favor. In abandoning the standard rules of physics and anatomy, Kirby creates a universe of imagination where a stylized concept of structure exists which does not conform to function but which, rather, seeks to express the thoughts and emotions of characters. In this way, it could be said that Kirby characters *look* like what they *are*, and that when he is drawing them he is adding significantly to their personalities. When he "draws", then, he "writes".

"Motion" is a word that neatly fits his drawings. One panel seems to

explode into the next, bringing with it "pieces" of color. Neal Adams and Walt Simonson have styles that are more fluid, but Kirby's lesser fluidity is augmented by a more definite sense of where everything in a scene *is*, and this makes any changes in their position more dramatic and distinct.

One element of both his writing and drawing styles that is, inexplicably, often overlooked is the comedy he tries to bring to many of his characters and stories. Kirby is not witty, really—his idea of humor is more like burlesque. He does broad parodies which choose as their targets a variety of subjects. Working with Lee, he did a series of overt burlesques of various movies and television programs. Fantastic Four numbers 90-100 include several such parodies, of such programs as Star Trek and The Prisoner. He's never been particularly subtle, but to the extent that he has been, it is in his sly parodies of comic books themselves. He almost never does pure spoofs (like the stories in "Crazy") but in his straight adventure stories he often kids the conventions of comic book stories and, rather boldly, his own style.

Whether he's always completely conscious of this or not, it comes out funny. Volstagg, a fat, fatuous friend of Thor's, is—in his false bravado and massive weight—a neat parody of Thor with his real bravery and massive strength. And, interstingly, in burlesquing Thor, he cuts to the heart of what makes Thor Thor, and also undercuts the character.

When Kirby takes his ability—so useful in parody—of being able to see to the essence of comic characters, and turns it to more serious purposes he often has very dramatic effects. Consider the Silver Surfer, who—in his earliest stories—had no background, no inclination, and no memory. He had great strength and powers, but otherwise he was a cipher. Which is to say, all he had was unusual power—the essence and defining characteristic of the "Super Hero". He was, in this sense, all Super-Heroes. Even his physical appearance was a void—no uniform, no facial expression, not even any colors (the silver, predictably, always came out mostly white in the comics). The only peculiarity the Silver Surfer had was his surfboard—it gave him his name and placed him in time. He was part of the 60's when surfboards —and comics, incidently—saw their heyday.

The Silver Surfer's eventual

CAPTAIN AMERICA! The team of Lee and Kirby produced it before, but now Kirby's going it alone! Don't miss Jack's first chapter in his novel-length bi-centennial saga—"MADBOMB!" Illustration by Bob Budiansky and Duffy Vohland.

Black Bolt and the Inhumans have withstood the test of time and have gone on to become one of the most popular Lee/ Kirby creations. Illustration by Tom Sciacca and Duffy Vohland.

Jack Kirby, circa 1964— who knows what Marvel mischief was at that moment being conjured up in Kirby's Kosmic Konsciousness?

Kirby's association with THE INCREDIBLE HULK may have been brief, but boy *was it ever fertile! After all, he did design the character and draw the first issue! And even if ol' green-skin* was *colored grey in that issue— it wasn't* Jack's *fault!* Illustration by Don Maitz and Duffy Vohland.

discovery of his past and his moral responsibility was like a stark, melodramatic symbol for the same discoveries that all Super-Heroes—from Spider-Man to Superman—must make.

* * *

It's hard to imagine that Jack Kirby was actually born. One tends to imagine that he was, rather, drawn—with a word balloon saying "Waaaaaa!" extending from his baby mouth. And yet, the records show that he was born on August 28, 1917, on New York City's lower East-side. His name in those days was Jack Kurtzberg, but over the years he's signed his name not only "Jack Kirby" but also, in the early days, Jack Curtiss, Ted Grey, Bob Brown, Curt Davis, Lance Kirby, and Jack Cortez.

Kirby began as a professional artist by doin some minor work (for the Max Fleisher studios) on Betty Boop and Popeye. Soon, he was doing features and editorial cartoons for the newspaper syndicates until he entered the Super Hero · field by taking over for Charles Nicholas on the Blue Beetle. Kirby went on to pencil the very first full issue of Captain Marvel for Fawcett Publications and then he began working for Timely (Marvel). He and his partner, Joe Simon, created a raft of characters until one finally caught on. That one, incidently, was Captain America.

For the rest of his career, he jumped back and forth between Marvel and her foremost competitor, taking time out to work a bit more for newspapers and to help fight World War II. In 1959, he began working (with Stan Lee) on all those heroes mentioned in the first paragraph of this article, and also on such characters as Doctor Doom, the Rawhide Kid, the Two-Gun Kid, and Sgt. Fury and his Howling Whatchamacallits. It's not generally known that it was Jack Kirby who designed Spider-Man's costume.

Now, as we say, he's back at Marvel where he'll be taking up the reigns of his creation, Captain America and doing a new strip called 2,001—A Space Odyssey. He's also got a couple of surprises in the works, too. With all his new comics, Kirby will not only be handling the drawing but also the scripting and the editing. Which just goes to prove, I suppose, that if you hang around the comics long enough, you finally get your way.

AT LAST IT CAN BE TOLD!

THE ORIGIN OF KING KIRBY!

FOR THIS I GAVE UP A JOB WITH KID COLT?

PARKER '75

IT ALL STARTED MANY YEARS AGO, WHEN A CERTAIN "J. KIRBY" WAS A DOOR-TO-DOOR ELECTRIC GUMBALL MACHINE SALESMAN IN NEPAL.

SIGH! JUST NOT TOO MUCH CALL FOR ELECTRIC GUMBALL MACHINES AROUND HERE.

GREAT REFUGE 2 MI.

?

MAYBE I SHOULD TRY A MORE SENSIBLE LINE OF WORK - LIKE RAISING TRAINED ARMADILLOS.

HE WAS TAKING A STROLL ACROSS THE HIMALAYAS ONE DAY WHEN...

OOPS!

I'VE HEARD OF A DROP IN *SALES* BUT *THIS*

ABOMINABLE SNOWMEN WORKING

TEMPLE OF THE ANCIENT ONE FORTUNES TOLD 6 MI. →

HE FOUND HIMSELF IN A DARK CAVERN WHERE HE DISCOVERED...

A CIGAR?

HULK WAS HERE

BONK!

FREE SAMPLE

ROCK BOTTOM GOLD MINE →

TYRANNUS IS A FINK

BUT WHEN HE TAPPED THE CIGAR ON A ROCK...

TAP! TAP!

SOMETHING *UNUSUAL* HAPPENED.

WHAT THE...

FOOM!

*HECK** IS...

IMPERIALISTIC MARGARINE

TA-DA!

POOF!

GOING *ON* AROUND HERE??

TAG, YOU'RE IT! WHOSOEVER HOLDS THIS PENCIL IS NOW AND EVERMORE THE KING OF COMIC ART.

* NO RELATION TO DON.

AND SUDDENLY HE FELT AN UNCONTROLLABLE URGE TO *DRAW*...

?

THAT'S FUNNY - I NEVER DID *THAT* BEFORE.

AND *DRAW* AND *DRAW* AND *DRAW*... AND HE *COULDN'T STOP!*

THIS IS GETTING RIDICULOUS!

SOMETHING TELLS ME I'D BETTER FIND A JOB AS AN *ARTIST* OF SOME KIND, OR I'M IN *BIIIG* TROUBLE.

BUT FINDING A SUITABLE OUTLET FOR HIS PARTICULAR TALENTS PROVED TO BE SOMETHING OF A *PROBLEM*. HE TRIED GREETING CARDS...

WELL, IT'S *NICE*, BUT WHO WOULD WANT TO SEND A BIRTHDAY CARD TO A *TROLL*?

THE HAPPY CONDOLENCES GREETING CARD CORP.

ANOTHER *TROLL* MAYBE?

HE TRIED AUTOMOTIVE DESIGN...

PIG IRON MOTOR CO.

YOU CALL *THAT* A *CAR*?

IT'S GOT *WHEELS* DOESN'T IT?

HE EVEN TRIED FASHION ILLUSTRATION.

OUT, OUT, *OUT!* YOU AWFUL PERSON, YOU!

IT LOOKED HOPELESS.

UNTIL ONE DAY HE CAME TO A CERTAIN BUILDING ON MADISON AVENUE...

EXCUSE ME, I WONDER IF YOU COULD USE ABOUT TEN ZILLION DRAWINGS OF WEIRD CHARACTERS IN OUTLANDISH COSTUMES, RUNNING AROUND YELLING AND HITTING EACH OTHER?

CAN A FISH USE WATER?

AND FROM THAT MOMENT, THINGS WERE NEVER QUITE THE SAME.

...AND *THEN*, GALACTUS EATS THE CITY OF *CLEVELAND* UNAWARE THAT REED RICHARDS HAS *SPIKED IT* WITH ELECTRONIC *SLEEP MACHINES* CLEVERLY DISGUISED AS *MAILBOXES*. MEANWHILE, BLACK BOLT RETRIEVES THOR'S HAMMER FROM LAKE ERIE; CAPTAIN AMERICA LEARNS THAT BUCKY IS ALIVE AND WELL IN ARGENTINA; AND MEDUSA FINDS A HAIRSPRAY THAT HOLDS WITHOUT BEING STICKY.

HOW LONG WILL IT TAKE YOU TO WORK THAT UP?

THAT? OH, I FINISHED THAT TWO HOURS AGO.

WATCH YOUR HAT & CAPE

I'VE GOT A DELIVERY ORDER HERE OF THREE HUNDRED THOUSAND PENCILS FOR A "J. KIRBY".

OVER THERE - THE ONE WITH THE BLURRED HANDS.

MIGHTY MARVEL FUN FACTORY

PENCILS

PLEASE WIPE YOUR FEET AND CLAWS

AND SO THE CROWN PRINCE OF THE FLYING PENCIL PROCEEDED TO CARVE OUT AN EMPIRE SUCH AS THE COMIC WORLD HAD NEVER SEEN.

GEE - I THINK I'LL CARVE OUT AN EMPIRE SUCH AS THE COMIC WORLD HAS NEVER SEEN.

CIGARS

PENCILS

THAT SOUNDS LIKE A GOOD WAY TO SPEND THE DAY.

UNTIL HE STANDS AS YOU SEE HIM TODAY - *KING KIRBY*; WHO, WITH HIS FAITHFUL SIDEKICK, FORBUSH MAN, GOES FORTH TO STAMP OUT BOREDOM AND ORDINARINESS WHEREVER THEY MAY BE FOUND!

AH... JACK? YOU'RE STEPPING ON MY FOOT.

OH, SORRY - I THOUGHT YOU WERE BOREDOM AND ORDINARINESS.

NUFF SAID!

KIRBY'S
KOSMIK
KONSCIOUSNESS

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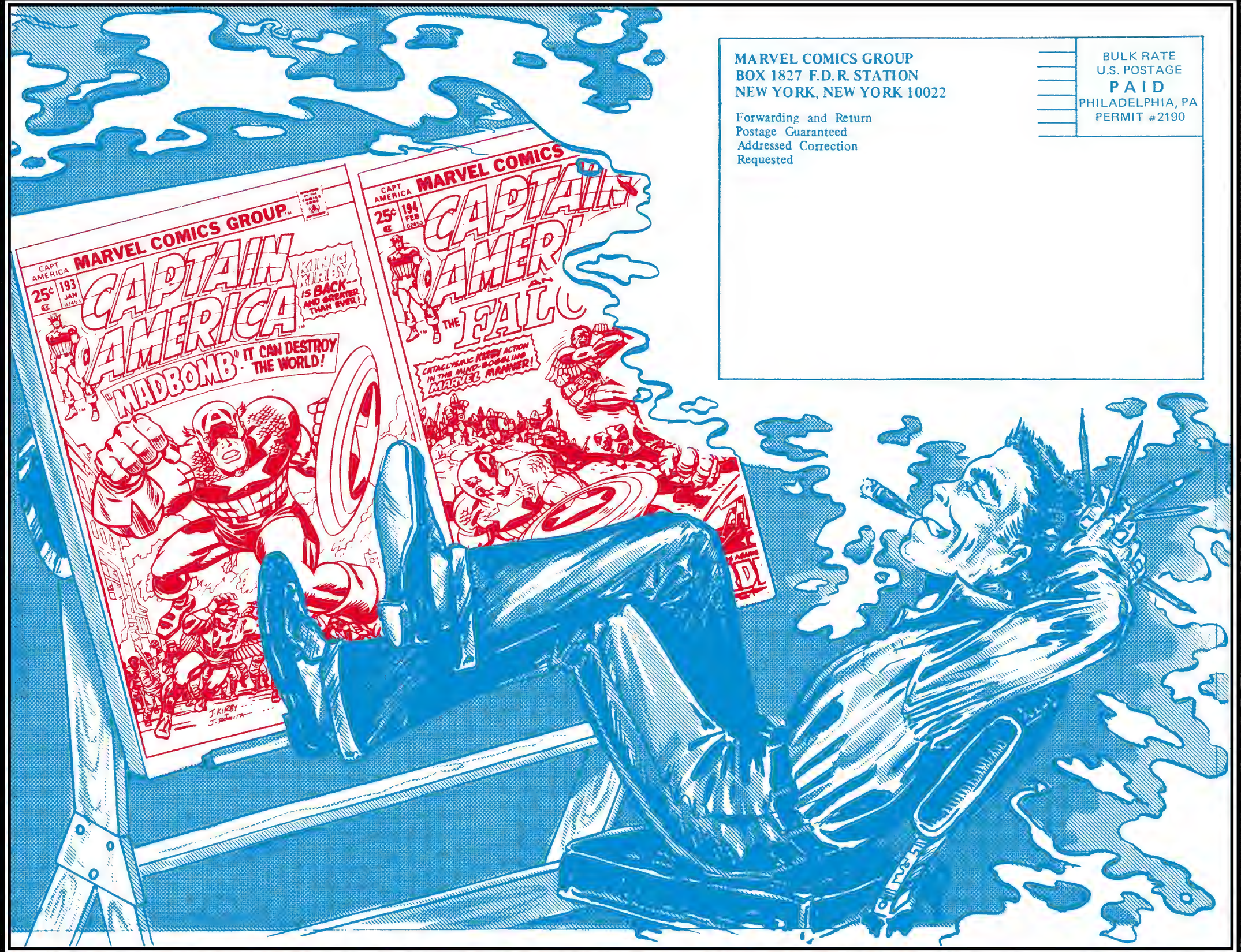
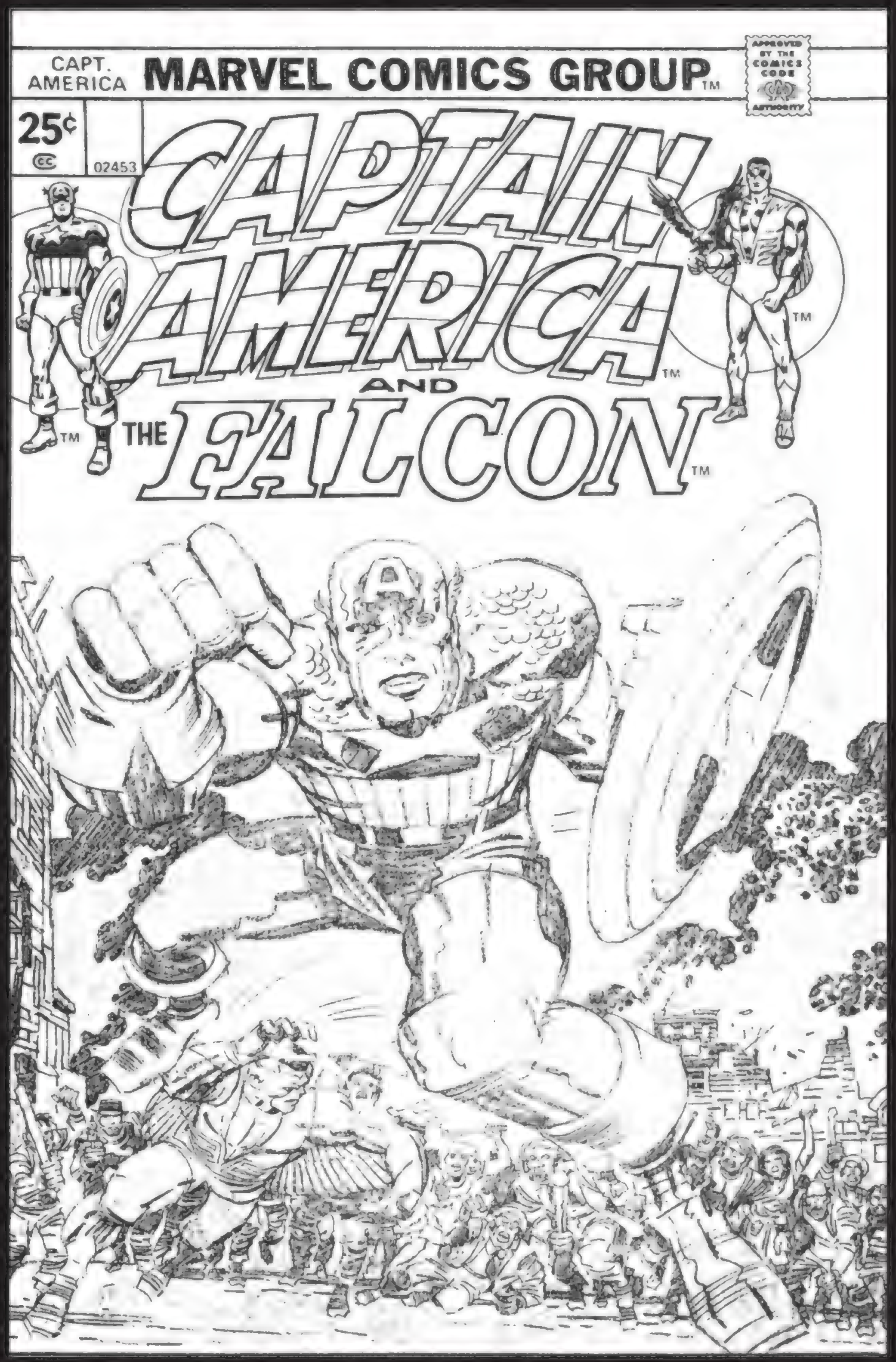
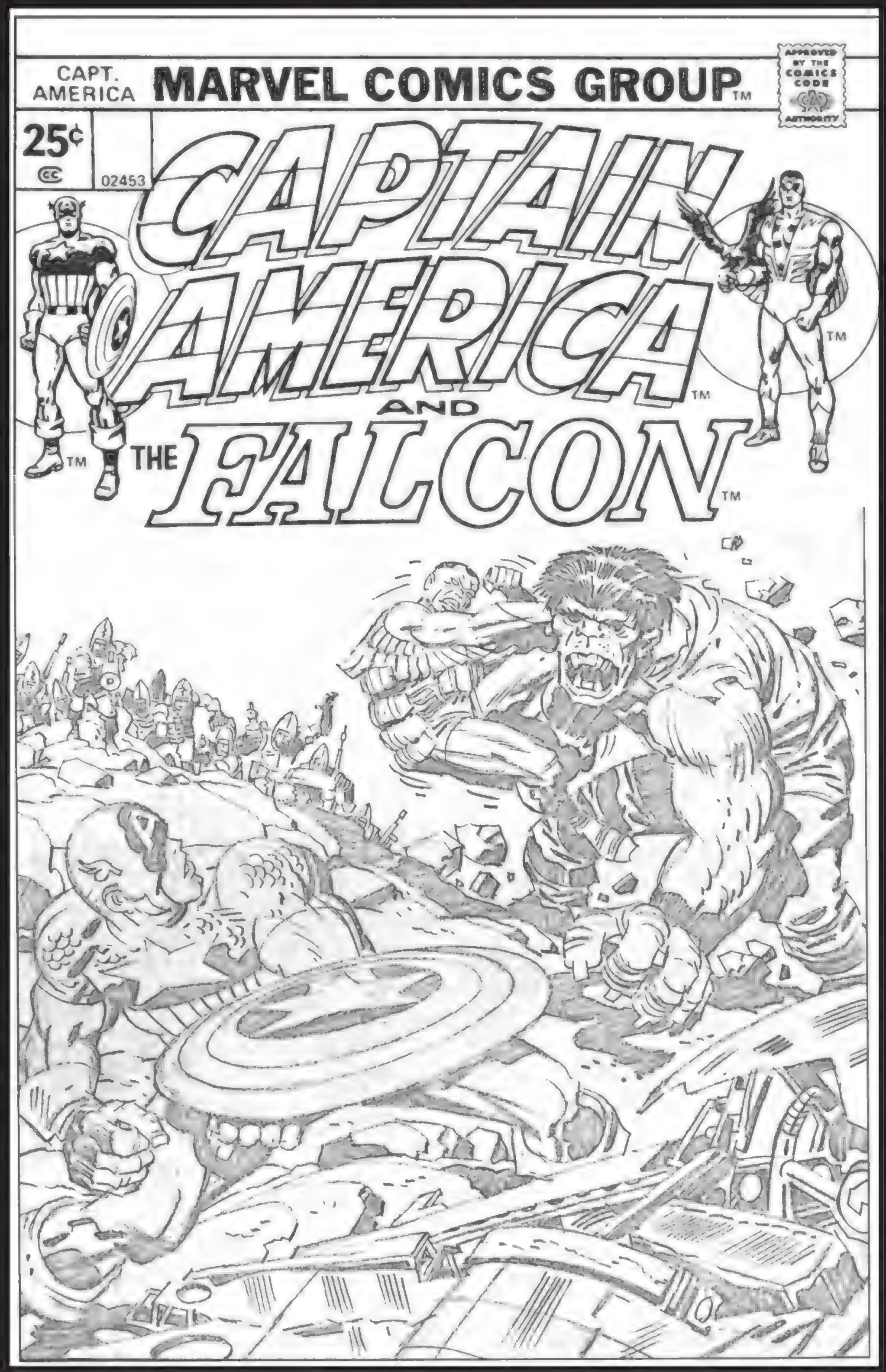


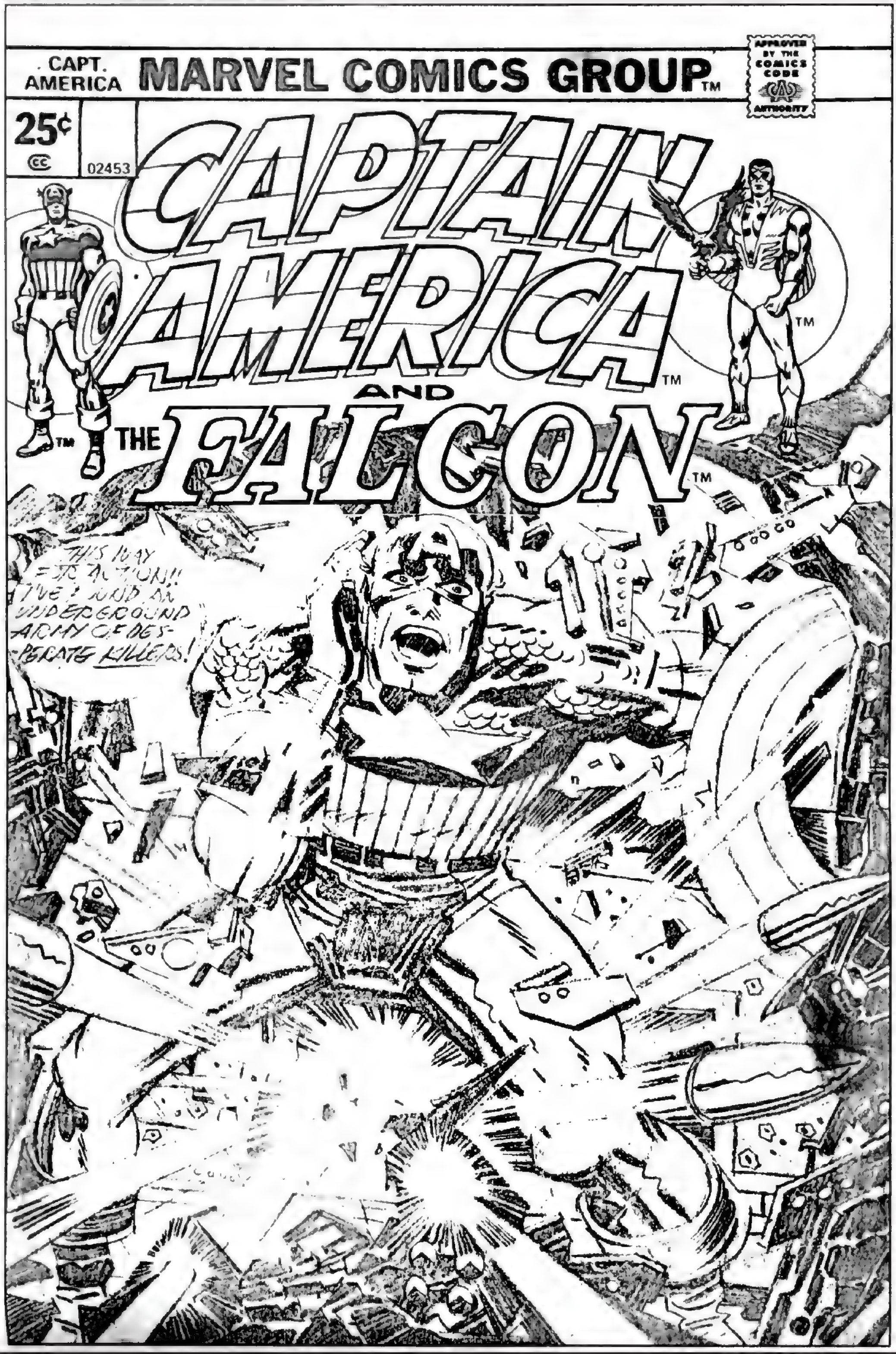
Captain America #193 cover pencils
by Jack Kirby



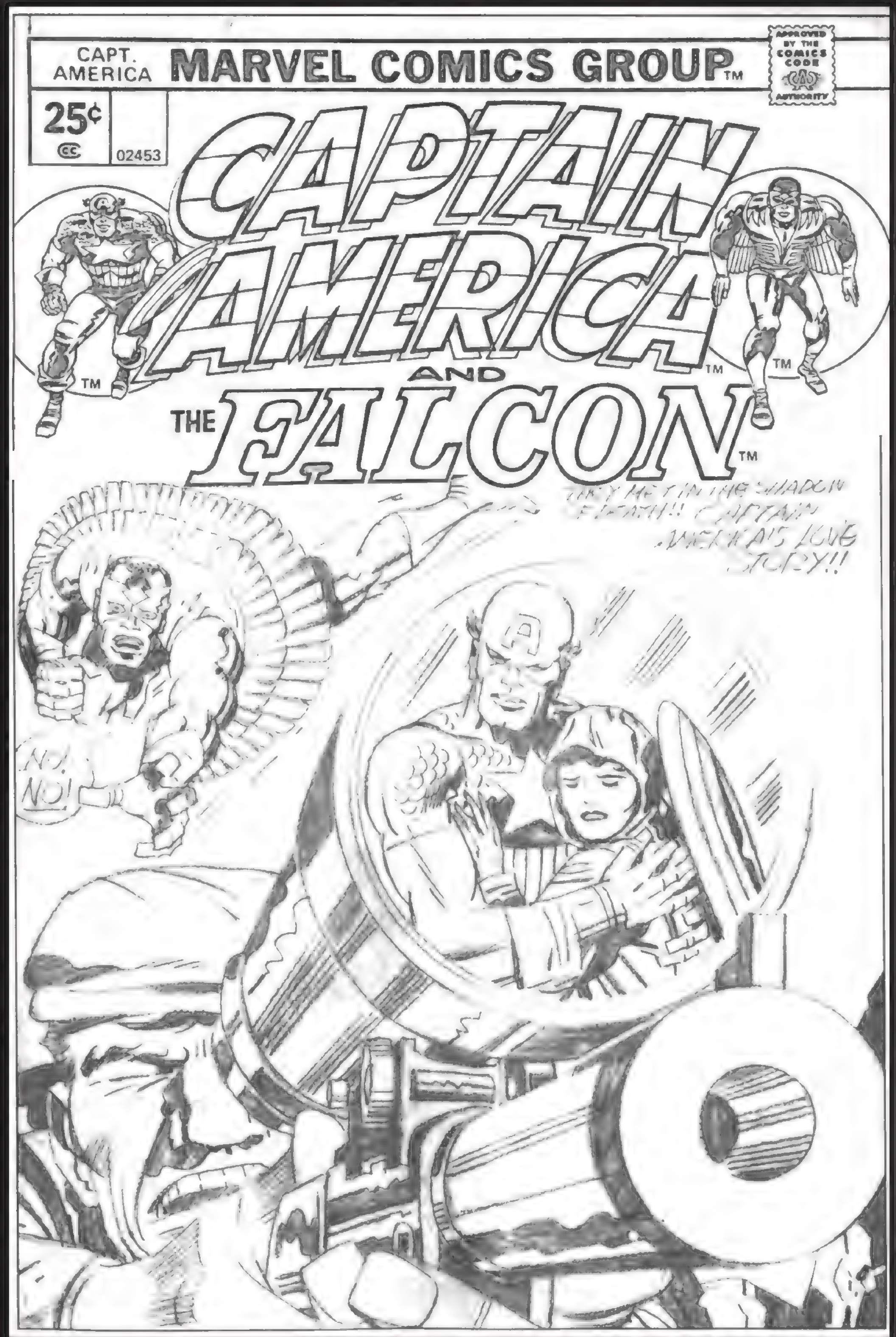
Captain America #194 cover pencils
by Jack Kirby



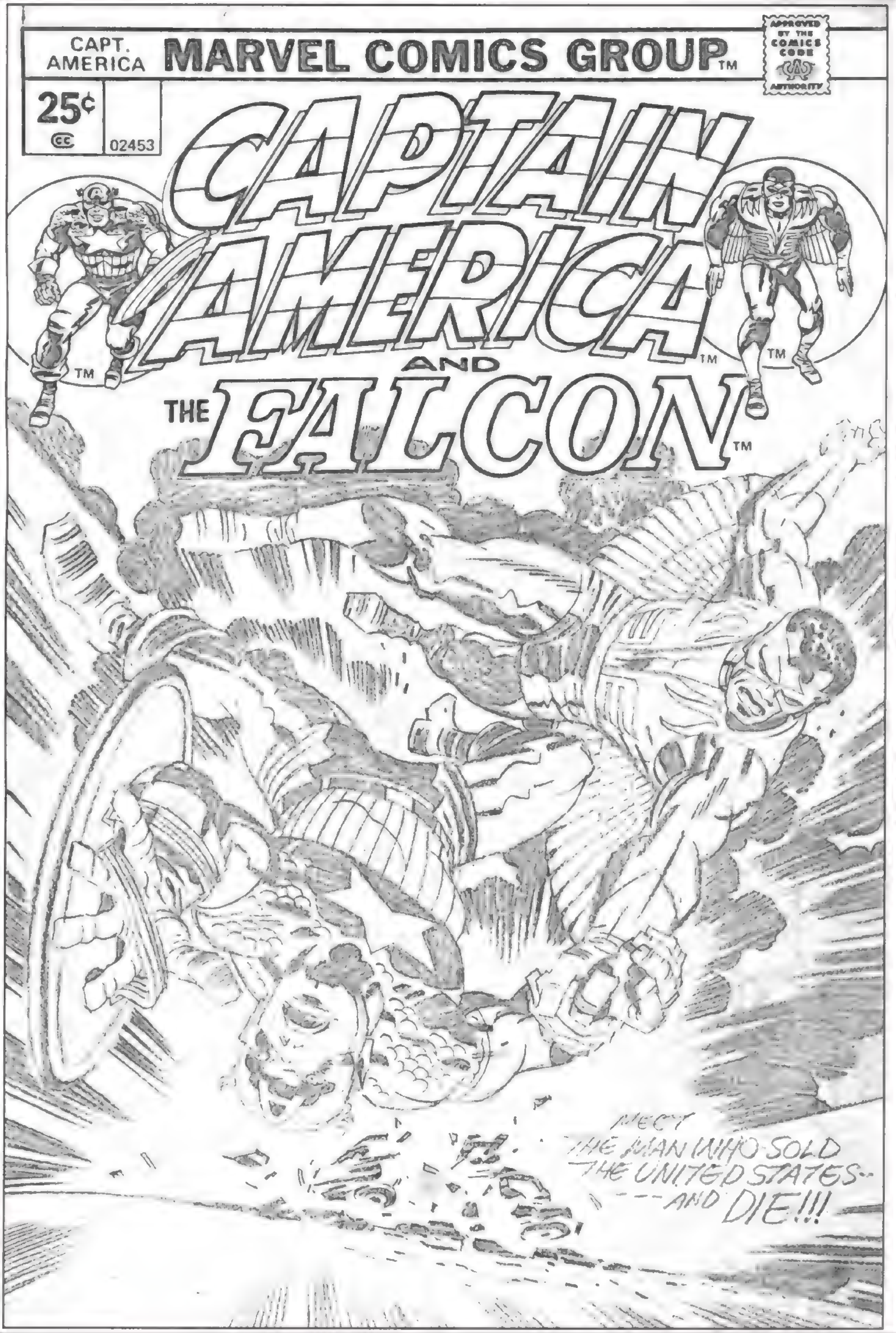
Captain America #197 cover pencils
by Jack Kirby



Captain America #198 cover pencils
by Jack Kirby



Captain America #199 cover pencils
by Jack Kirby



Captain America #198 unused page pencil art
by Jack Kirby

Courtesy Gordon Bartik

Captain America #199, page 1 original art
by Jack Kirby & Frank Giacoia

1941! The world at *war!* And in a secret laboratory, frail *Steve Rogers* became the American *super-soldier!* For four thrilling years, he fought the Axis powers—until a freak stroke of fate threw him into *suspended animation.* He woke in the mid-1960s, a man *twenty years out of his time.* Since that fateful day, Steve Rogers has sought his *destiny* in this brave new world.

STAN LEE PRESENTS: CAPTAIN AMERICA™ AND THE FALCON™ JV 312

IN THE BASEMENT OF AN OLD ESTATE, DESPERATE CONSPIRATORS LURK IN HIDING AS THEIR HUNTERS CLOSE IN UPON THEM -- IT IS ALMOST THE FINAL MOMENT IN AN EVIL GAME OF POWER--WITH THE TRUMP CARD ABOUT TO BE PLAYED--AND GOOD GUYS MUST DEPEND ON--

THE MAN WHO SOLD THE UNITED STATES

I'VE GOT TO MAKE **CERTAIN** THAT THIS HOUSE HAS BEEN CLEARED OF **HUMAN RATS!** AN ENTIRE **SHIELD** OPERATION DEPENDS ON IT!

WHEN I GIVE THE WORD-- **JUMP HIM!!**

EDITED, WRITTEN & DRAWN by JACK KIRBY * INKED by FRANK GIACOIA * LETTERED by GASPAR * COLORED by PHIL R. * CONSULTING EDITOR M. WOLFMAN

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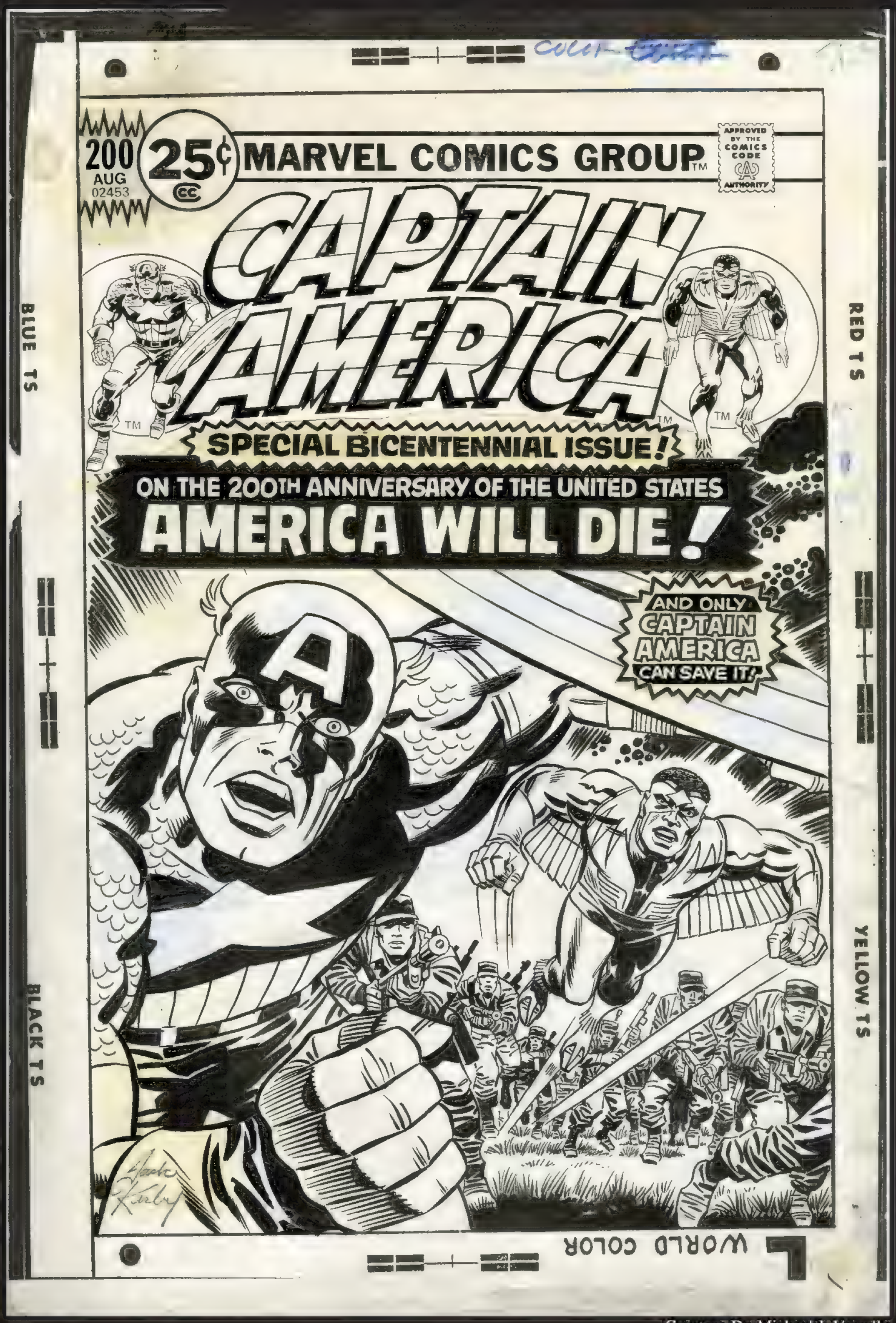
Courtesy HeritageAuctions.com

Captain America #200 cover original art
by Jack Kirby & Frank Giacoia



Courtesy Dr. Michael J. Vassallo

Captain America #200, page 16 original art
by Jack Kirby & Frank Giacoia

CAP'S APPEARANCE CAUSES A STIR OF SHOCK AND SURPRISE AMONG THE ASSEMBLED ELITE!

STAY WHERE YOU ARE, LADIES AND GENTLEMEN--THE TAUREY ESTATE IS OCCUPIED BY FEDERAL FORCES--YOU'RE ALL UNDER ARREST!

Y-YOU DARE TO--!

YES, I DARE, TAUREY! WHAT'S MORE, I'M GOING TO HELP YOU SETTLE YOUR GRIPE...

GIVE ME TWO PISTOLS, SERGEANT!

YOU'VE GOT 'EM, CAP--

NOW, TAUREY, YOU'VE GOT YOUR WISH! I KNOW STEVE ROGERS WELL ENOUGH TO STAND IN FOR HIM!! HIS HONOR IS AS SACRED TO ME AS MY OWN--

Y-YOU DEMAND S-SATISFACTION FOR MY INSULTS?

NO! I WANT TO CLEAR THE AIR OF AN OLD, FESTERING SORE! WE'LL REPLAY THE DUEL, TAUREY--BETWEEN, THE CONTINENTAL AND THE TURNCOAT!

MY PISTOL IS POINTED AT YOUR CHEST! I CAN KILL YOU NOW!

OR I MAY KILL YOU--FEEL THAT PISTOL BARREL?

GO AHEAD, TAUREY! YOU'LL NEVER GET A BETTER CHANCE TO GET YOUR ROCKS OFF!

IT TAKES GUTS--NOT TALK--TO FIGHT A DUEL!

TAUREY'S EYES BLAZE IN ANGER! HIS FINGER TIGHTENS ON THE TRIGGER... HE ACHES TO KILL HIS ADVERSARY... BUT HE KNOWS THAT DEATH CAN CLAIM HIM, TOO...

IT'S NOT EASY TO PUT YOUR LIFE ON THE LINE, IS IT, TAUREY...? THAT'S WHY YOU HIRE UNDERLINGS TO DO YOUR DIRTY WORK...

YOUR BEEF IS HATE, TAUREY--NOT THE LOSS OF HONOR...

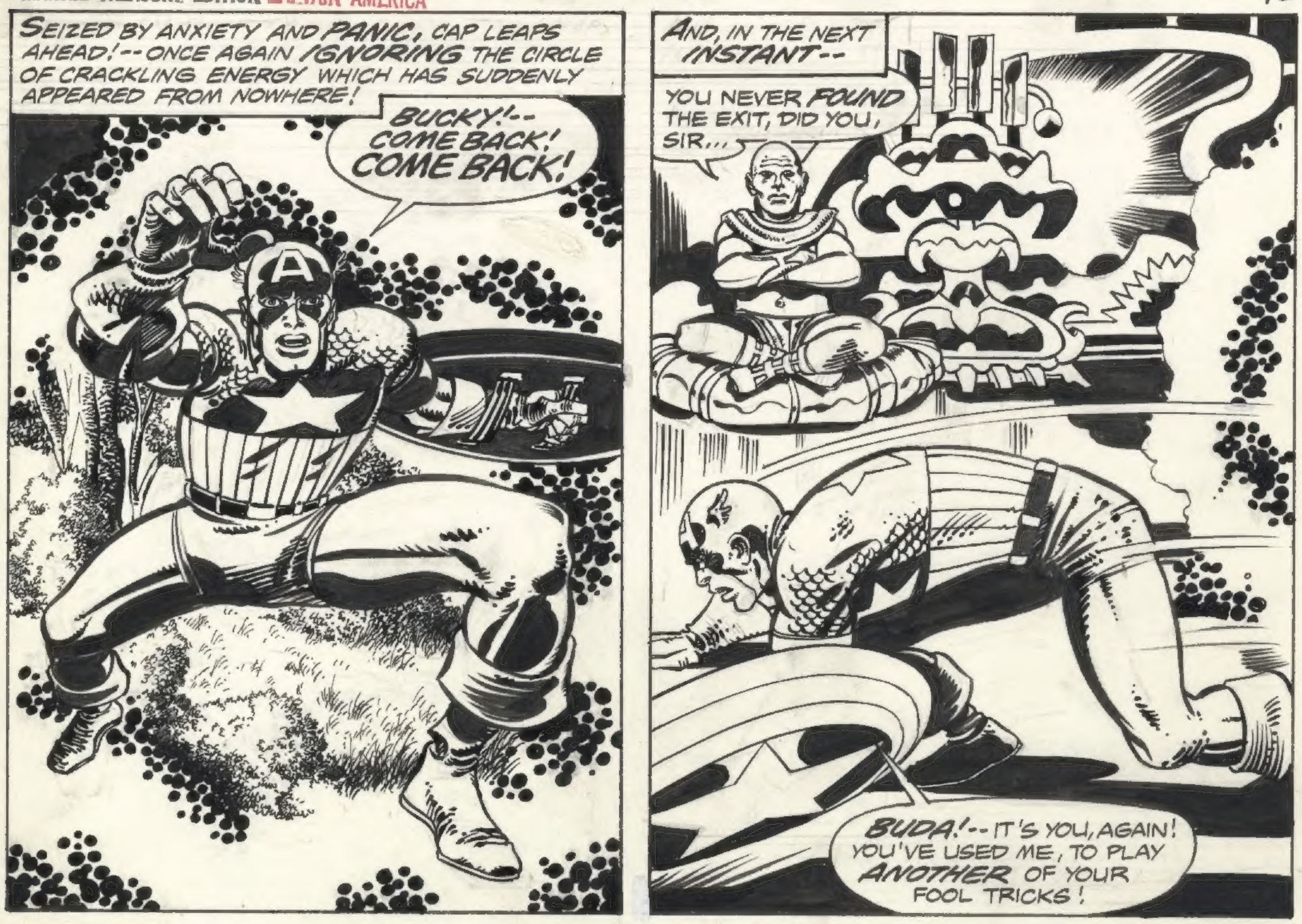
Courtesy HeritageAuctions.com

Captain America's Bicentennial Battles #1, page 10 original art
by Jack Kirby & Barry Windsor-Smith

CAPT-AMERICA-BI CEN TREAS-ED

MARVEL TREASURY EDITION CAPTAIN AMERICA

10



To Jim — Jack Kirby

Courtesy Sean Clarke

JACK KIRBY

Jacob Kurtzberg was born in 1917 and grew up in New York's gritty Lower East Side. It would be many years before he would adopt the name Jack Kirby, but his experiences in the neighborhood would help inform the work that later made him a legend. Unlike many of his rough-and-tumble peers, his imagination inspired him to look beyond the commonality of everyday life. He was inclined at an early age to pursue drawing, and he was also a guy who wanted to "get things done." This hard work ethic and ambition took him places most men of humble stations would never dream of going.

After early strip work helped get his name out to employers, a fateful meeting with artist Joe Simon connected the two at the hip and vaulted both of them into comics prominence. Together, they developed Captain America for Timely Comics, and Kirby immediately helped redefine what comics could be with his innovative page designs and proportion-exploding panels.

Soon, Simon and Kirby were working at National/DC, turning out hit kid-gang comics like *Newsboy Legion* and *Boy Commandos*, as well as super-hero fare like Sandman and Manhunter. He served honorably in World War II, with combat duties that took him through the European theater.

After the war, Simon and Kirby established the romance genre with *Young Romance*, produced titles including *Boy's Ranch*, *Black Magic* and *Fighting American*, and started their own imprint, Mainline. Kirby followed with *Challengers of the Unknown*, Green Arrow and the strip *Sky Masters of the Space Force*. By 1958, he began a prolific output at Atlas/Marvel that covered Western, war and monster genres. When it came time to launch the Marvel Age of Comics, Kirby brought his dynamic layouts, unparalleled action and unbridled creativity to the fore in books like *Fantastic Four*, *Avengers*, *X-Men*, *Incredible Hulk* and *Thor*, leaving his unmistakable stamp on the characters.

Through it all, he earned the nickname "The King," and his way of doing things became so popular that it set the tone throughout the '60s; before they were entrusted with taking over completely, new artists were often assimilated on to books by working over Kirby's layouts. Kirby left Marvel for DC in 1970, this time handling scripting chores as well as art duties. His "Fourth World" books, along with *Kamandi*, *OMAC* and *The Demon*, were just a few of the highlights of his tenure at DC before returning to Marvel in the late '70s to lend his imagination to *The Eternals*, *Devil Dinosaur* and *Machine Man*. He also returned to the pages of *Captain America*, the character he had first made famous 35 years previously.

Kirby was inducted into the Eisner Hall of Fame's 1987 inaugural class and continued creating comics throughout the '90s until passing away in 1994, a creative giant for whom the word "legend" may be too small a title.

Biography researched and written by John Rhett Thomas

THE MARVEL MASTERWORKS

THE MARVEL MASTERWORKS LIBRARY PRESENTS THE WORLD'S GREATEST COMIC BOOKS, PAINSTAKINGLY RESTORED FROM THE HIGHEST-QUALITY SOURCES AND WITH THE MOST DILIGENT ARCHIVAL METHODS.

THE GOLDEN AGE

As the Great Depression wore on and the specter of war hung over America, a new storytelling medium was born: the comic book. Within their four-color pages, larger-than-life super heroes could make short work of America's foes, giving readers of all ages hope for victory against the real-life enemies that faced the United States. At the forefront of this new medium was Timely Comics, a young company staffed by such legendary creators as Carl Burgos, Bill Everett, Joe Simon, Jack Kirby and Stan Lee. These trailblazing talents birthed a vast array of characters that would give rise to the Marvel Universe!

GOLDEN AGE ALL-WINNERS VOLS. 1-4
GOLDEN AGE CAPTAIN AMERICA VOLS. 1-6
GOLDEN AGE DARING MYSTERY VOLS. 1-2
GOLDEN AGE HUMAN TORCH VOLS. 1-3
GOLDEN AGE MARVEL COMICS VOLS. 1-7
GOLDEN AGE MYSTIC COMICS VOL. 1
GOLDEN AGE SUB-MARINER VOLS. 1-3
GOLDEN AGE U.S.A. COMICS VOLS. 1-2
GOLDEN AGE YOUNG ALLIES VOLS. 1-2

THE ATLAS ERA

Seeing super heroes waning, Timely Comics evolved into Atlas Comics and took on a vast new range of genres: science-fiction tales of outer space adventures; realistic war comics; buxom jungle heroines; horror comics that would become the center of a moral panic that rocked the industry; and romance comics for the emerging teen audience. Even the classic costumed heroes of the Golden Age retooled to take on the threat of Communism. From Western gunfighters to crime to horror, the Atlas Era had it all!

ATLAS ERA BATTLEFIELD VOL. 1
ATLAS ERA BLACK KNIGHT/YELLOW CLAW VOL. 1
ATLAS ERA HEROES VOLS. 1-3
ATLAS ERA JOURNEY INTO MYSTERY VOLS. 1-4
ATLAS ERA JUNGLE ADVENTURE VOLS. 1-3
ATLAS ERA MENACE VOL. 1
ATLAS ERA STRANGE TALES VOLS. 1-6
ATLAS ERA TALES TO ASTONISH VOLS. 1-4
ATLAS ERA TALES OF SUSPENSE VOLS. 1-4
ATLAS ERA VENUS VOL. 1

THE MARVEL AGE

In August 1961, change hit newsstands: *The Fantastic Four* #1 did not feature the squeaky-clean heroes of yesteryear. They were real characters placed in extraordinary circumstances. They lived together, they fought among themselves — and sometimes, they even lost to the bad guys. This was more than a change in attitude: It was the beginning of something entirely different — the beginning of the Marvel Age of Comics!

Thanks to the fertile imaginations of Stan Lee, Jack Kirby, Steve Ditko and others, an unending list of heroes followed the FF with ever-increasing acclaim and popularity: the Amazing Spider-Man, the Mighty Thor, the Incredible Hulk, Daredevil, Iron Man and the X-Men, to name but a few. These were the Marvel heroes, born of conflict and a continuous struggle to balance human lives with superhuman responsibilities.

THE AMAZING SPIDER-MAN VOLS. 1-19
ANT-MAN/GIANT-MAN VOLS. 1-3
THE AVENGERS VOLS. 1-18
THE BLACK PANTHER VOLS. 1-2
CAPTAIN AMERICA VOLS. 1-10
CAPTAIN MARVEL VOLS. 1-6
THE CHAMPIONS VOL. 1
DAREDEVIL VOLS. 1-12
DEATHLOK VOL. 1
THE DEFENDERS VOLS. 1-6
DOCTOR STRANGE VOLS. 1-8
THE FANTASTIC FOUR VOLS. 1-19
THE HUMAN TORCH VOLS. 1-2
THE INCREDIBLE HULK VOLS. 1-11
THE INHUMANS VOLS. 1-2
THE INVINCIBLE IRON MAN VOLS. 1-10
IRON FIST VOLS. 1-2
KA-ZAR VOLS. 1-2
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MARVEL TEAM-UP VOLS. 1-3
MARVEL TWO-IN-ONE VOLS. 1-3
THE MIGHTY THOR VOLS. 1-16
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RAWHIDE KID VOLS. 1-2
THE SAVAGE SHE-HULK VOL. 1
SGT. FURY VOLS. 1-4
THE SPECTACULAR SPIDER-MAN VOL. 1
SPIDER-WOMAN VOL. 1
THE SILVER SURFER VOLS. 1-2
THE SUB-MARINER VOLS. 1-8
WARLOCK VOLS. 1-2
THE X-MEN VOLS. 1-8
THE UNCANNY X-MEN VOLS. 1-10

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